

CytomX Therapeutics, Inc.
Form 4
March 21, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Goeltz II Robert C.

(Last) (First) (Middle)

151 OYSTER POINT
BLVD, SUITE 400

(Street)

SOUTH SAN
FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

CytomX Therapeutics, Inc. [CTMX]

3. Date of Earliest Transaction

(Month/Day/Year)

03/20/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/20/2017		M	21,517	A \$ 4.4728	31,306	D
Common Stock	03/20/2017		S ⁽¹⁾	10,000	D \$ 19.6	21,306	D
Common Stock	03/20/2017		S ⁽¹⁾	11,517	D \$ 20	9,789	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Date Expiration Date (Month/Day/Year)	9. Title	10. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.4728	03/20/2017		M	21,517	(2) 05/06/2025	Common Stock			21,517

Reporting Owners

Reporting Owner Name / Address	Relationships
Goeltz II Robert C. 151 OYSTER POINT BLVD SUITE 400 SOUTH SAN FRANCISCO, CA 94080	Director 10% Owner Officer Chief Financial Officer

Signatures

/s/ Cynthia J. Ladd, as Attorney-in-Fact for Robert C.
Goeltz II 03/21/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The sale was effected pursuant to the Reporting Person's Rule 10b5-1 trading plan.

(2) This option vests 25% on May 4, 2016, and the remaining 75% vests in 36 substantially equal monthly installments thereafter, with each additional installment vesting on the last day of the month, except the final installment, which shall vest on May 4, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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