

McCarthy Sean A.
Form 4
July 03, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
McCarthy Sean A.

2. Issuer Name and Ticker or Trading Symbol
CytomX Therapeutics, Inc. [CTMX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CYTOMX THERAPEUTICS, INC., 151 OYSTER POINT BLVD., SUITE 400

3. Date of Earliest Transaction (Month/Day/Year)
07/02/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Street)
SOUTH SAN FRANCISCO, CA 94080

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

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

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 07/02/2018 | | M ⁽¹⁾ | V Amount (A) or (D) Price 13,052 A \$ 1.5749 | 95,115 ⁽²⁾ | D | |
| Common Stock | 07/02/2018 | | S ⁽¹⁾ | V Amount (A) or (D) Price 13,052 D \$ 23.4223 | 82,063 ⁽²⁾ | D | |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 1.5749 | 07/02/2018 | | M ⁽¹⁾ | 13,052 | ⁽⁴⁾ 02/08/2025 | Common Stock | 13,052 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McCarthy Sean A. C/O CYTOMX THERAPEUTICS, INC. 151 OYSTER POINT BLVD., SUITE 400 SOUTH SAN FRANCISCO, CA 94080 | X | | President and CEO | |

Signatures

/s/ Debanjan Ray, as Attorney-in-Fact for Sean A. McCarthy

07/03/2018

**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 transactions reported herein were effected pursuant to the Reporting Person's Rule 10b5-1 trading plan.

Share numbers reflect the transfer of (i) 77,118 shares to the reporting person and (ii) 77,119 shares to the reporting person's ex-wife, (2) from McCarthy Family Trust dated August 9, 2001, Sean A. McCarthy and Jeanette J. McCarthy, Trustees, pursuant to a domestic relations order.

This transaction was executed in multiple trades in prices ranging from \$22.56 to \$23.68, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

(3) This option vests in 48 substantially equal monthly installments starting on the last day of January 2015.

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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