

CytomX Therapeutics, Inc.
Form 4
June 10, 2016

FORM 4

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

OMB APPROVAL

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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 *
SHANNON TIMOTHY M

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)
285 RIVERSIDE AVENUE, SUITE 250

3. Date of Earliest Transaction (Month/Day/Year)
06/08/2016

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

(Street)
WESTPORT, CT 06880

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

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 Beneficial Ownership (Instr. 4)
Common Stock	06/08/2016		S	22,885 D	\$ 10.08 (2) 4,269,923	I (1)	See Footnote (1)
Common Stock	06/09/2016		S	22,842 D	\$ 10.06 (3) 4,247,081	I (1)	See Footnote (1)
Common Stock	06/10/2016		S	2,700 D	\$ 10.01 (4) 4,244,381	I (1)	See Footnote (1)
Common Stock					134	D	

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Securities and Exchange Commission, upon request, full information regarding the number of Shares sold at each separate price within the range set forth in footnote (2) of this Form 4.

- (3) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$10.00 - \$10.175, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Shares sold at each separate price within the range set forth in footnote (3) of this Form 4.

- (4) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$10.00 - \$10.09, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Shares sold at each separate price within the range set forth in footnote (4) of this Form 4.

Remarks:

Exhibit 24 - Power of Attorney (incorporated by reference to the Power of Attorney filed as Exhibit 24.1 to the Form 3 filed by

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.