As filed with the Securities and Exchange Commission on March 11, 2024

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

CytomX Therapeutics, Inc.

(Exact name of Registrant as specified in its charter)

Delaware **(State or other jurisdiction of incorporation or organization)**	**27-3521219** **(I.R.S. Employer Identification No.)**

151 Oyster Point Blvd.
Suite 400
South San Francisco, CA 94080
(Address of Principal Executive Offices) (Zip Code)

CytomX Therapeutics, Inc. 2015 Equity Incentive Plan
(Full Title of the Plan)

Sean A. McCarthy, D.Phil.
President and Chief Executive Officer
CytomX Therapeutics, Inc.
151 Oyster Point Blvd., Suite 400
South San Francisco, CA 94080
(650) 515-3185
(Name and address of agent for service)
(Telephone number, including area code, of agent for service)

Copies to:

Mark V. Roeder, Esq.
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
(650) 328-4600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for comply with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

Proposed sale to take place as soon after the effective date of the registration statement as awards under the plans are exercised and/or vest.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 2,692,433 shares of the Registrant's common stock issuable under the following employee benefit plans for which Registration Statements of the Registrant on Form S-8 (File Nos. 333-207694, 333-209992, 333-215795, 333-223491, 333-229916, 333-236711, 333-253452, 333-255832, 333-263321 and 333-270869) are effective: the CytomX Therapeutics, Inc. 2015 Equity Incentive Plan, as a result of the operation of an automatic annual increase provision therein, which added 2,692,433 shares of common stock.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

Pursuant to Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 filed with the Securities and Exchange Commission on October 30, 2015 (File No. 333-207694), March 7, 2016 (File No. 333-209992), January 27, 2017 (File No. 333-215795), March 7, 2018 (File No. 333-223491), February 27, 2019 (File No. 333-229916), February 27, 2020 (File No. 333-236711), February 24, 2021 (File No. 333-253452), May 6, 2021 (File No. 333-255832), March 4, 2022 (File No. 333-263321) and March 27, 2023 (333-270869) are incorporated by reference herein; except for Item 8 which is being updated by this Registration Statement.

Item 8. Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
4.1	Amended and Restated Certificate of Incorporation.	8-K	10/19/2015	3.1	
4.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation of CytomX Therapeutics, Inc.	8-K	6/23/2020	3.1	
4.3	Amended and Restated Bylaws.	8-K	10/19/2015	3.2	
4.4	Form of Common Stock Certificate.	S-1/A	9/28/2015	4.1	
4.5	Registration Rights Agreement dated as of September 29, 2017 by and between CytomX Therapeutics, Inc. and Amgen, Inc.	10-Q	11/7/2017	4.4	
5.1	Opinion of Latham & Watkins LLP.				X
23.1	Consent of independent registered public accounting firm.				X
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1).				X
24.1	Power of Attorney. Reference is made to the signature page to the Registration Statement.				X
99.1(a)#	CytomX Therapeutics, Inc. 2015 Equity Incentive Plan.	S-1/A	10/6/2015	10.5	
99.1(b)#	Form of Option Award Notice under the CytomX Therapeutics, Inc. 2015 Equity Incentive Plan.	10-Q	11/23/2015	10.4	
99.1(c)#	Form of Early Exercise Option Award Notice under the CytomX Therapeutics, Inc. 2015 Equity Incentive Plan.	10-Q	11/23/2015	10.5	
99.1(d)#	Form of 2015 Plan Restricted Share Unit Award Grant Notice and Agreement	10-K	3/1/2022	10.3(d)	
107	Filing Fee Table				X

# Indicates management contract or compensatory plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in South San Francisco, California, on this 11th day of March, 2024.

CytomX Therapeutics, Inc.

By: /s/ Sean A. McCarthy
Sean A. McCarthy, D.Phil.
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Sean A. McCarthy and Lloyd A. Rowland, and each of them, with full power of substitution and full power to act without the other, his or her true and lawful attorney-in-fact and agent to act for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file this registration statement, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they or he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Sean A. McCarthy Sean A. McCarthy, D.Phil	Chief Executive Officer and Director *(Principal Executive Officer)*	March 11, 2024
/s/ Christopher W. Ogden Christopher W. Ogden	Senior Vice President, Finance and Accounting *(Principal Accounting Officer)*	March 11, 2024
/s/ Matthew P. Young Matthew P. Young	Director	March 11, 2024
/s/ Alan Ashworth Alan Ashworth, Ph.D. FRS	Director	March 11, 2024
/s/ James R. Meyers James R. Meyers	Director	March 11, 2024
/s/ Elaine V. Jones Elaine V. Jones, Ph.D.	Director	March 11, 2024
/s/ Halley E. Gilbert Halley E. Gilbert	Director	March 11, 2024
/s/ Mani Mohindru, Ph.D. Mani Mohindru, Ph.D.	Director	March 11, 2024

Exhibit 5.1

LATHAM&WATKINS LLP

140 Scott Drive
Menlo Park, California 94025
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March 11, 2024

CytomX Therapeutics, Inc.
151 Oyster Point Blvd., Suite 400
South San Francisco, CA 94080

Re: Registration Statement on Form S-8; 2,692,433 shares of Common Stock of CytomX Therapeutics, Inc., par value $0.00001 per share

To the addressee set forth above:

We have acted as special counsel to CytomX Therapeutics, Inc., a Delaware corporation (the “***Company***”), in connection with the registration by the Company of an aggregate of 2,692,433 shares of common stock of the Company, par value $0.00001 per share (the “***Common Stock***”), consisting of 2,692,433 shares of Common Stock (the “***Shares***”) issuable under the CytomX Therapeutics, Inc. 2015 Equity Incentive Plan (the “***2015 Plan***”).

The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “***Act***”), filed with the Securities and Exchange Commission (the “***Commission***”) on March 11, 2024 (the “***Registration Statement***”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectuses, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the "***DGCL***"), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers and have been issued by the Company against payment therefor in the circumstances contemplated by the 2015 Plan, assuming in each case that the individual issuances, grants or awards under the 2015 Plan are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the 2015 Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the CytomX Therapeutics, Inc. 2015 Equity Incentive Plan of our report dated March 11, 2024, with respect to the financial statements of CytomX Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California
March 11, 2024

Exhibit 107.1

Calculation of Filing Fee Tables

Form S-8

(Form Type)

CytomX Therapeutics, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Plan	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Share (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of registration fee
CytomX Therapeutics, Inc. 2015 Equity Incentive Plan	Equity	Common Stock, par value $0.00001 per share	Rules 457(c) and 457(h)	2,692,433 (3)	$2.59	$6,973,401.47	$147.60 per million dollars	$1,029.28
	Total Offering Amounts					$6,973,401.47		$1,029.28
	Total Fee Offsets							$—
	Net Fee Due							$1,029.28

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of the Registrant's common stock that become issuable under the CytomX Therapeutics, Inc. 2015 Equity Incentive Plan (the "2015 Plan") by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant's receipt of consideration which would increase the number of outstanding shares of common stock.

(2) This estimate is made pursuant to Rule 457(c) and Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share for shares available for future grant is the average of the high and low prices for the registrant's common stock as reported on The Nasdaq Global Select Market on March 7, 2024, which is $2.59.

(3) Represents the additional shares of common stock available for future issuance under the 2015 Plan resulting from an annual increase as of January 1, 2024.