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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 10, 2017

CYTOMX THERAPEUTICS, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-37587**	**27-3521219**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

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

(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (650) 515-3185

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition

On January 10, 2017, CytomX Therapeutics, Inc. (the "Company") will be providing a corporate update, including the Company's preliminary (unaudited) cash balance of $182 million as of December 31, 2016, at the 35th Annual J.P. Morgan Healthcare Conference (the "JPMorgan Conference").

The information in this Item 2.02, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 7.01 Regulation FD Disclosure

As referenced above, the Company will be giving a presentation at the JPMorgan Conference on January 10, 2017. A copy of the presentation, including a slide setting forth certain cautionary language intended to qualify the forward-looking statements included in the presentation, is furnished as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Security Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Information and Exhibits

(d) Exhibits

Exhibit 99.1	Presentation by Sean McCarthy, D.Phil., President and Chief Executive Officer of CytomX Therapeutics, Inc., at the 35th Annual J.P. Morgan Healthcare Conference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 10, 2017

CYTOMX THERAPEUTICS, INC.

By: /s/ Cynthia J. Ladd
Cynthia J. Ladd
Senior Vice President and General Counsel

EXHIBIT INDEX

Exhibit No.	Description
99.1	Presentation by Sean McCarthy, D.Phil., President and Chief Executive Officer of CytomX Therapeutics, Inc., at the 35th Annual J.P. Morgan Healthcare Conference.

Exhibit 99.1

CytomX THERAPEUTICS

REINVENTING THERAPEUTIC ANTIBODIES FOR CANCER

January 10, 2017

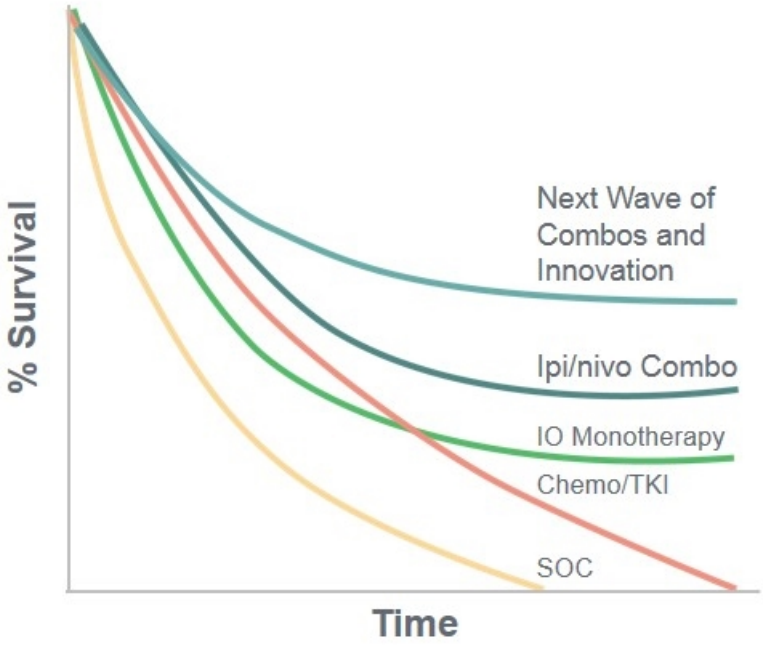
Forward Looking Statements

Special Note Regarding Forward-Looking Statements

This presentation may contain projections and other forward-looking statements regarding future events. All statements other than statements of historical facts contained in this presentation, including statements regarding our future financial condition, technology platform, development strategy, prospective products, preclinical and clinical pipeline and milestones, regulatory objectives, expected payments from and outcomes of collaborations, and likelihood of success, are forward-looking statements. Such statements are predictions only and involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These risks and uncertainties include, among others, the costs, timing and results of preclinical studies and clinical trials and other development activities; the uncertainties inherent in the initiation and enrollment of clinical trials; expectations of expanding on-going clinical trials; availability and timing of data from clinical trials; the unpredictability of the duration and results of regulatory review; market acceptance for approved products and innovative therapeutic treatments; competition; the potential not to receive partnership milestone, profit sharing or royalty payments; the possible impairment of, inability to obtain and costs of obtaining intellectual property rights; and possible safety or efficacy concerns, general business, financial and accounting risks and litigation. Because forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified and some of which are beyond our control, you should not rely on these forward-looking statements as predictions of future events. More information concerning us and such risks and uncertainties is available on our website and in our press releases and in our public filings with the U.S. Securities and Exchange Commission. We are providing this information as of its date and do not undertake any obligation to update or revise it, whether as a result of new information, future events or circumstances or otherwise. Additional information may be available in press releases or other public announcements and public filings made after the date of this presentation.

This presentation concerns products that have not yet been approved for marketing by the U.S. Food and Drug Administration (FDA). No representation is made as to their safety or effectiveness for the purposes for which they are being investigated.

Goals in Clinical Oncology Today



Important Progress in Last Five Years; Still Much Room for Improvement

- ↑ Response (particularly CR)
- ↓ Toxicity
- ↑ Durability of response
- ↑ Survival
- ◆ Options for PD-(L)1 progressors

Reinventing Therapeutic Antibodies for Cancer

Innovative Probody™ Platform

- Innovative antibody platform designed to enhance tumor targeting and create or widen therapeutic window
- Built on deep scientific know-how, more than a decade of scientific research and >150 CytomX-owned patents and patent applications

Advancing Pipeline

- Potential for best-in-class immunotherapies against clinically-validated targets
  - CX-072 (PD-L1), CX-188 (PD-1), CTLA-4
- First-in-class therapeutics directed against novel, difficult-to-drug targets
  - CX-2009 (CD166-PDC), CX-2029 (CD71-PDC)

Strong Partners

abbvie · Bristol-Myers Squibb · Pfizer · IMMUNOGEN · THE UNIVERSITY OF TEXAS MD Anderson Cancer Center

Well Funded

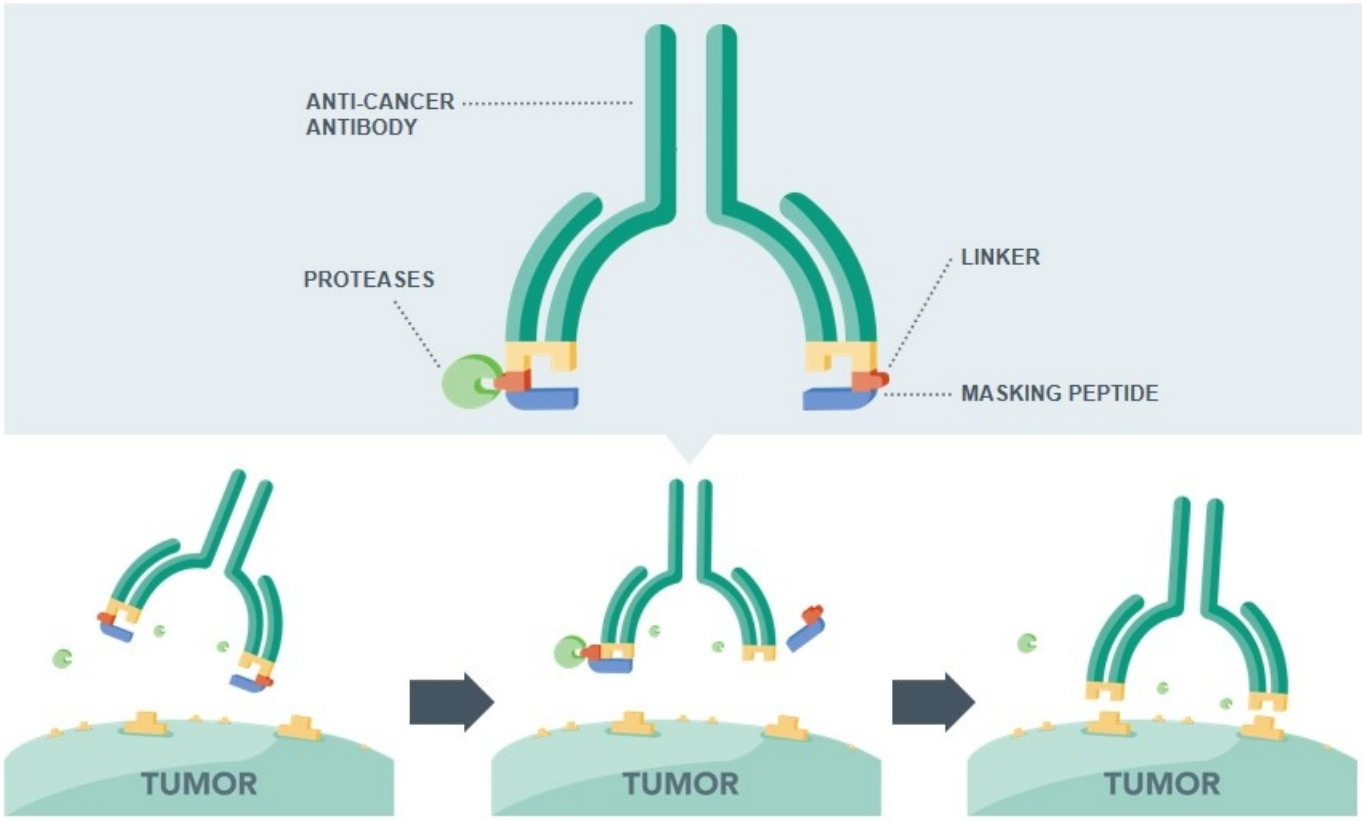
- $182 million cash balance as of December 31, 2016*; funding into 2019
- $5 million net cash utilization in 2016; >$55M realized from partnerships throughout 2016

2017/2018 Milestones

- CX-072 and CX-2009 Phase 1 clinical data (Late 2017 through 2018)
- Ongoing partnership updates; potential new alliances
- Additional IND filings

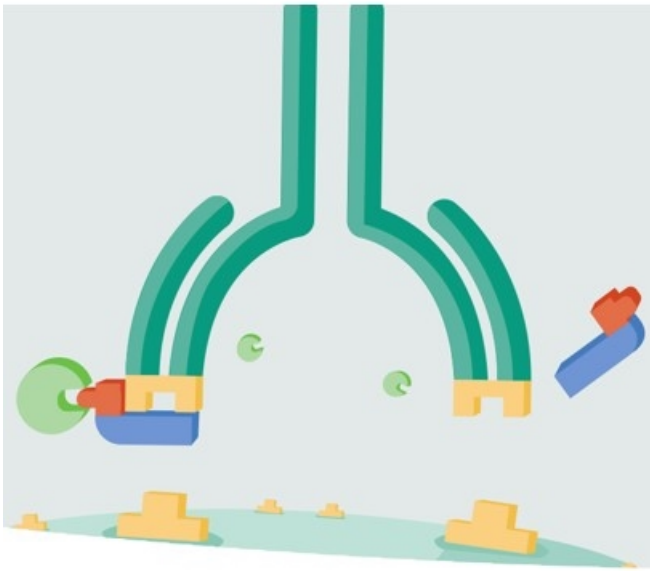
*Unaudited

Probody Therapeutics are Designed to be Activated in the Tumor Microenvironment



Broad Probody Therapeutic Pipeline Poised for Proof of Concept and Value Creation

PIPELINE



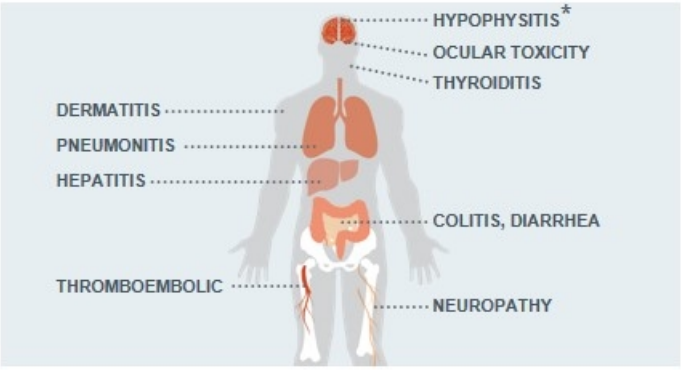
IMMUNO-ONCOLOGY PROGRAMS

CX-072 (ANTI-PD-L1)

CTLA-4

CytomX THERAPEUTICS

Full Potential for Combination Immunotherapy is Limited by Toxicities



MELANOMA	Opdivo alone	Yervoy Alone	Yervoy + Opdivo[1]
ORR	44%	19%	58%
Grade 3-4 AEs*	16%	27%	55%
Stopped Drug	8%	15%	36%

MELANOMA	Vemurafenib alone[2]	Atezolizumab + Vemurafenib[3]
ORR (CR)	48% (1%)	67% (33%)
Grade 3-4 AEs*	38%	67%
Stopped Drug	NR**	100%

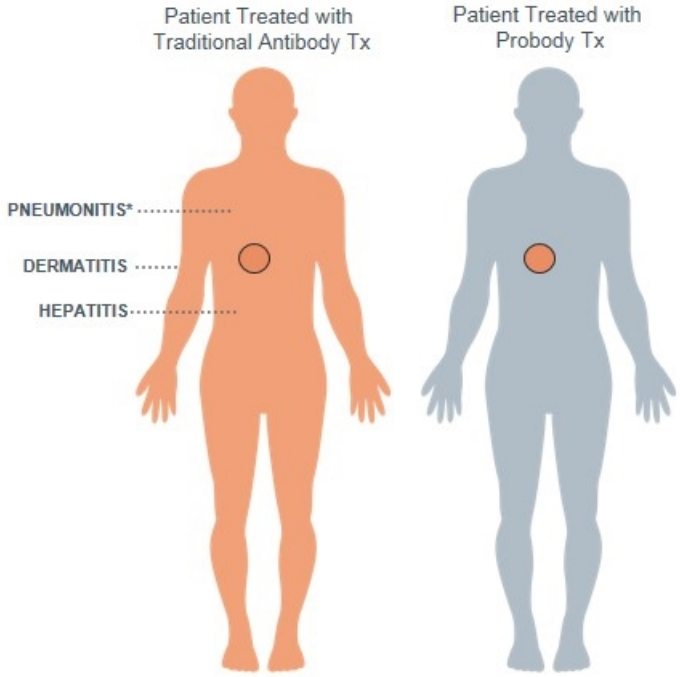
*Treatment-related **Not reported

1. Larkin et al., NEJM, July 2015. 2. Chapman et, al. NEJM, 2011. 3. Hamid, Society for Melanoma Research 2015

Emerging Clinical Data:
Increased Efficacy at the Cost of Increased Toxicity*

*CytomX analysis of available data through ASCO and ESMO 2016

Rationale for Probody Therapeutics in Immuno-Oncology



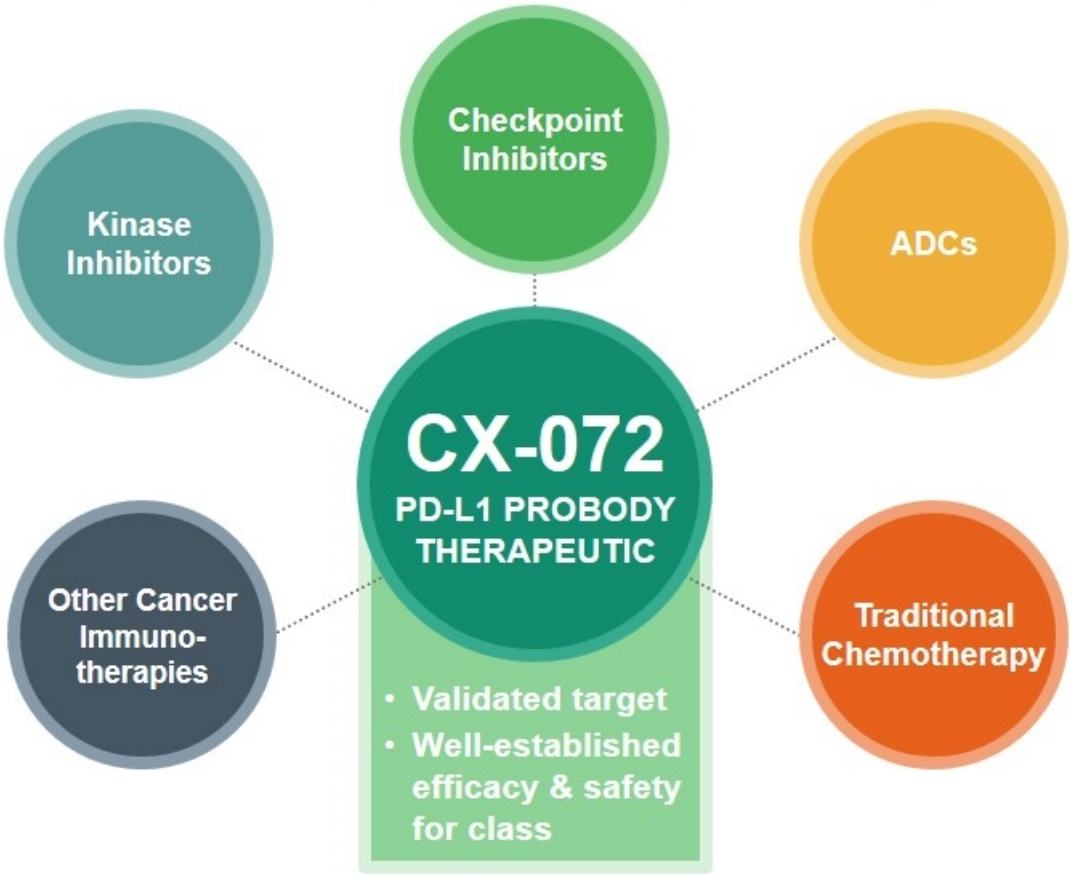
Active Antibody Tx	Masked Probody Tx
Tumor	*Examples of Toxicities

Studies indicate localizing immunotherapies to the tumor can achieve efficacy without toxicity[1,2,3,4,5]

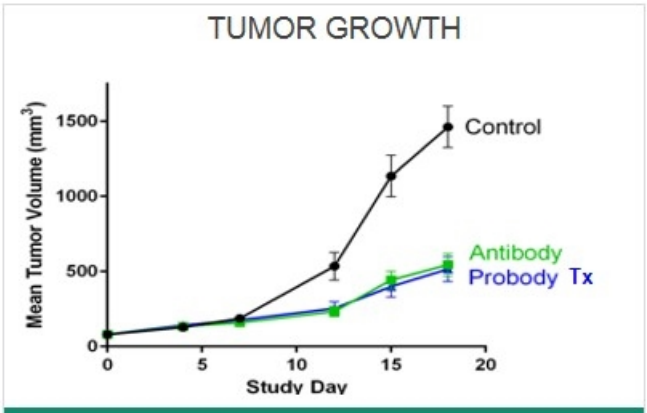
Probody Therapeutics are designed to achieve localized effects with conventional administration

1. Marabelle, A., et. al., Clin Cancer Res; 19(19) October 1, 2013
2. Ray, A., et. al., Oncotarget; 7(39) July 2016
3. Wang. C., et. al., NanoLetters; 16(4), 2016
4. Van Hooren, L., et. al., Eur. J. Immunol. 2016. 00: 1–9
5. Fransen, M., et. al., Clin Cancer Res; 19(19) October 1, 2013

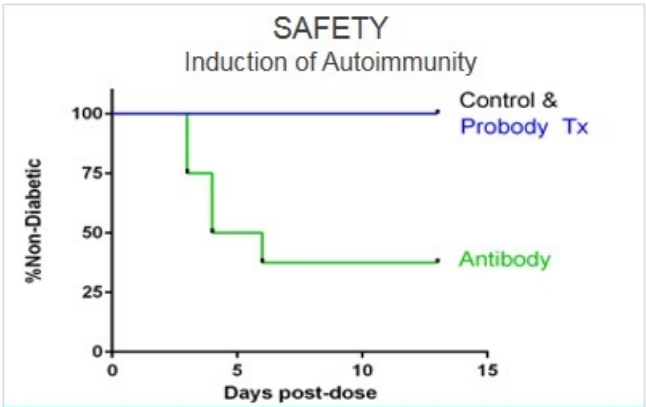
CX-072 Has the Potential to Become the PD-L1 Combination Agent of Choice



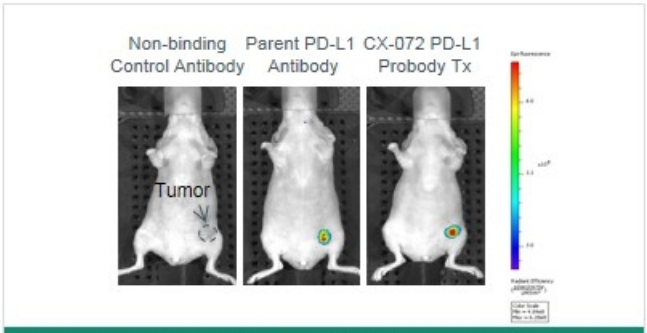
CX-072 Preclinical Proof of Concept



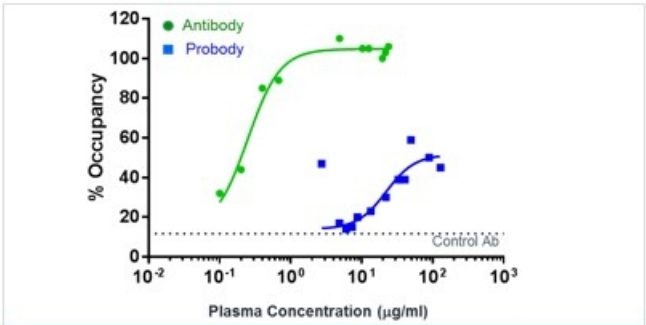
Similar Efficacy



Autoimmunity Reduced

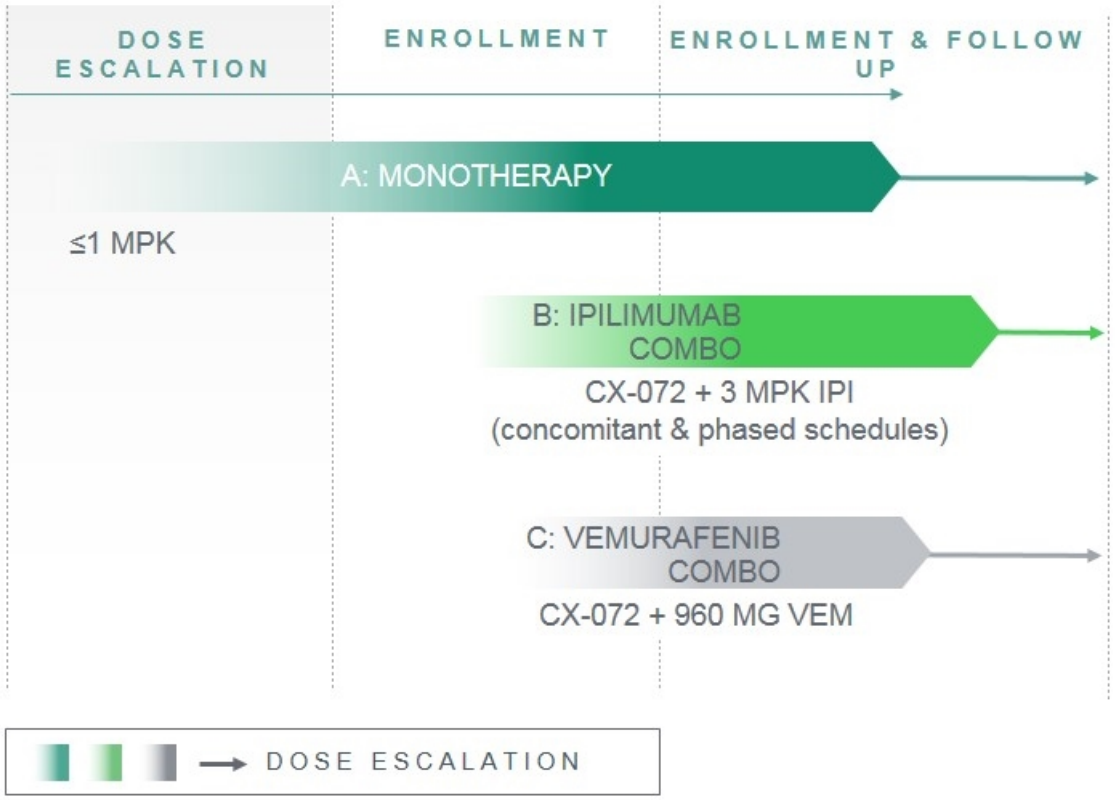


Localizes to Tumor



Prevents Binding in Periphery

PROCLAIM-072 (PD-L1)
Phase 1/2 Clinical Trial Design



PROCLAIM-072 Patient Population

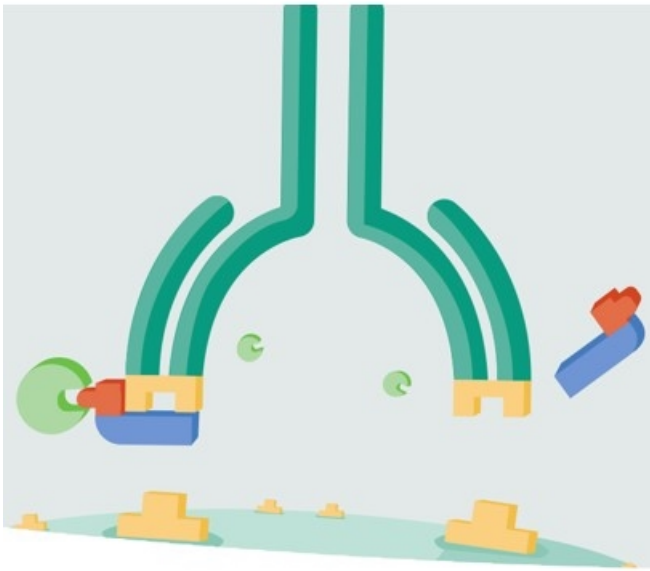
	CANCER TYPES	PD-L1 STATUS	PRIOR PD-1/PD-L1 EXPOSURE
PART A: Monotherapy	*Metastatic or locally advanced unresectable tumors and lymphomas	Preferential enrollment for known PD-L1-positive patients	No
PART B: Ipi Concomitant		Retrospective analysis	
PART B: Ipi Phased			Yes
PART C: Vemurafenib	BRAF-positive melanoma		No

* Patients are excluded with indications that have an approved PD-1/PD-L1 treatment available.

BMS Immuno-Oncology Collaboration Update

Bristol-Myers Squibb

- 4 target collaboration (target 4 selected in December)
- CTLA-4/Yervoy: clinical candidate selected in December
- $75M in upfronts
- Tiered royalties reaching low teens
- $1.2B in potential milestones
- PD-L1, PD-1 and other validated IO targets carved out
- Invested $10M in CTMX IPO



PROBODY DRUG CONJUGATE PROGRAMS

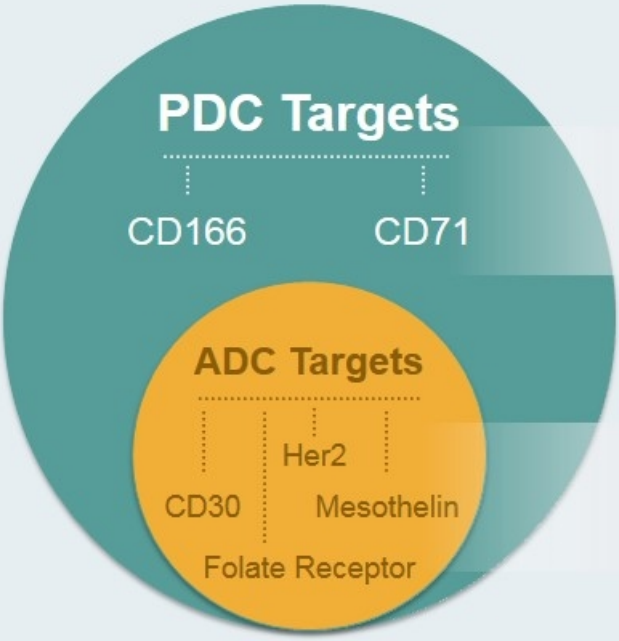
CX-2009 (CD166)

CX-2029 (CD71)

CytomX THERAPEUTICS

Probody Technology Enables Selection of Better Antibody Drug Conjugate Targets

ADC Targets are Limited Based on Healthy Tissue Expression:

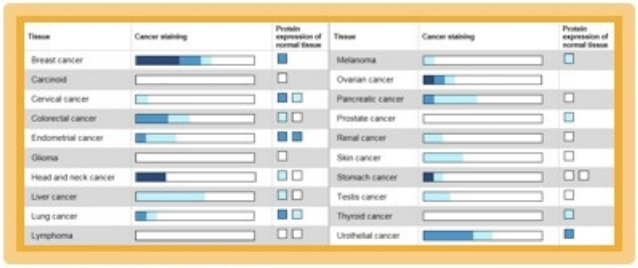


PDC Targets May Have More Attractive Attributes:

- Higher Expression
- Uniform Expression
- More patients
- More indications

CD166

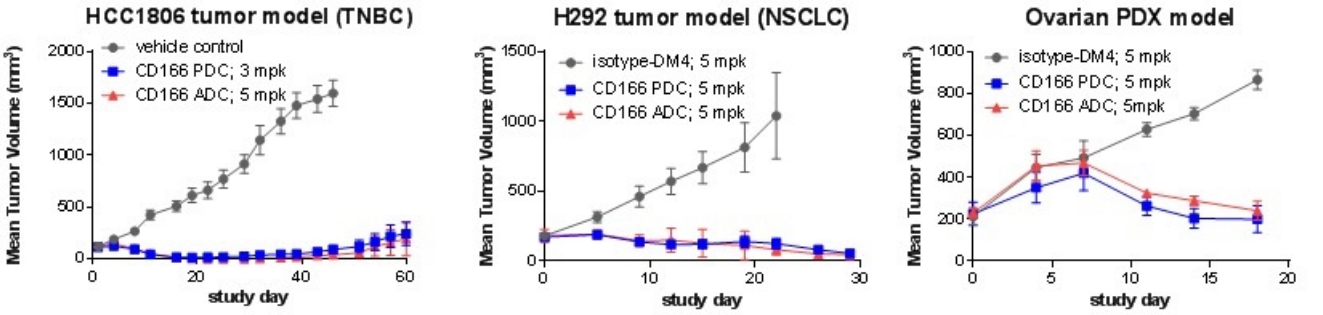
Her2



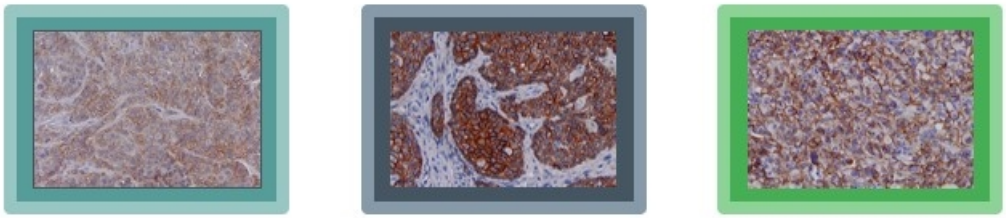
Source: Human Protein Atlas

CX-2009 is Highly Active in Preclinical Tumor Models

IV dosing on days 0 and 7



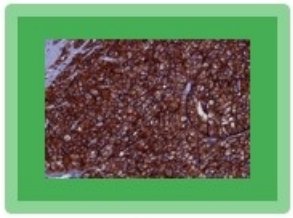
CD166 IHC



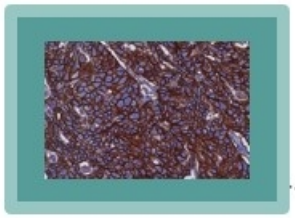
Tumor regressions at expected clinical dose (5 mpk)

CX-2009 Has Broad Potential Utility Across Tumor Types

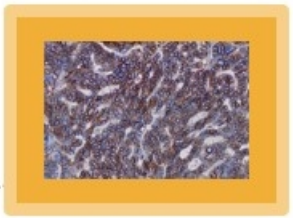
Prostate cancer



Breast cancer



Ovarian cancer

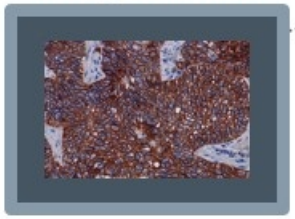


CX-2009

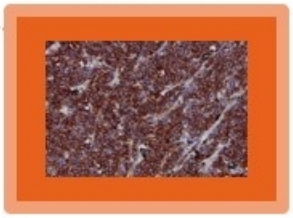
CD166
PROBODY DRUG CONJUGATE

- Exploratory, non-GLP toxicology study with necropsy and histopath demonstrated therapeutic window
- GLP toxicology complete
- Drug product manufactured
- IND preparation underway (1H'17 filing)

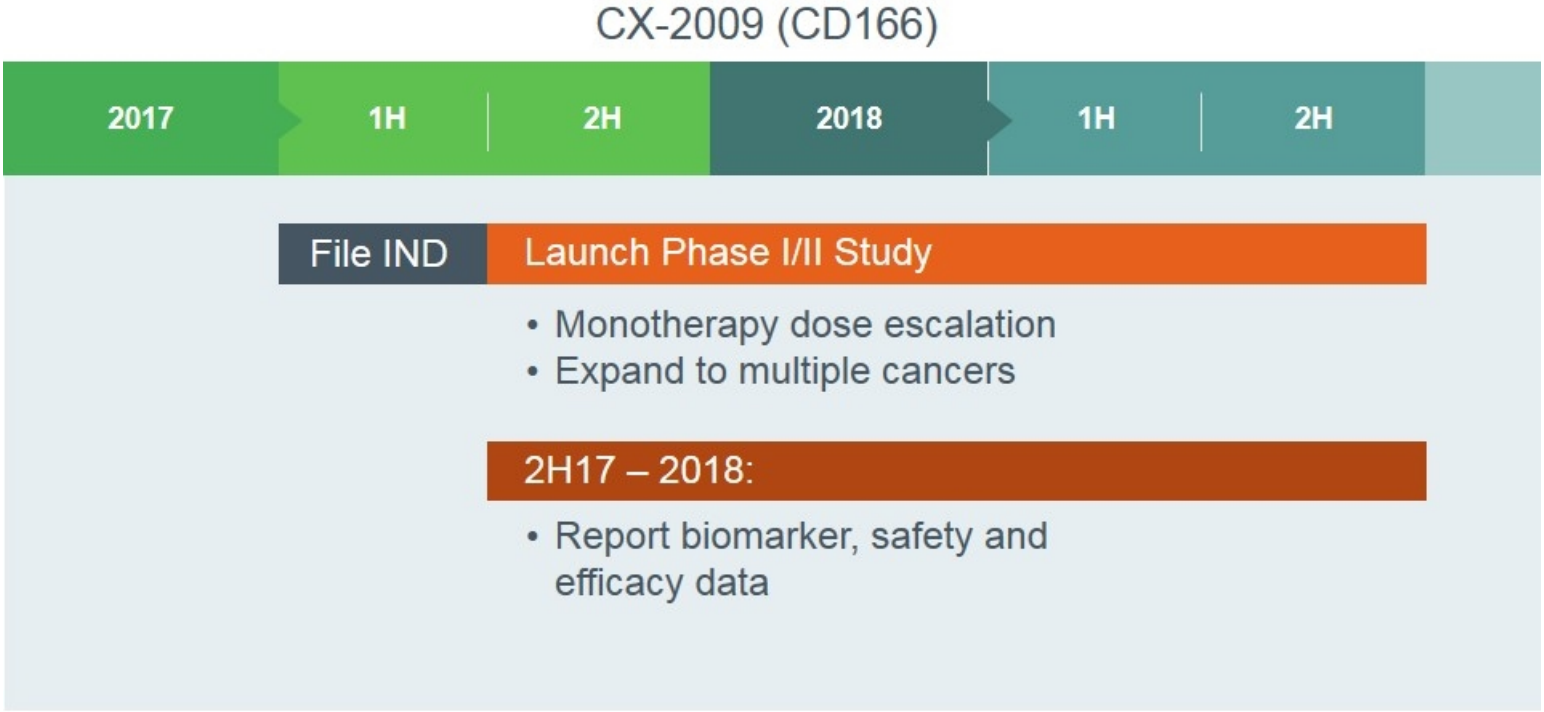
Lung cancer



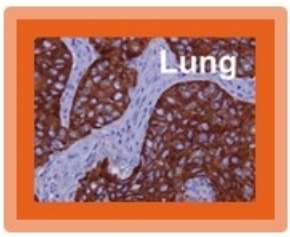
Other cancers

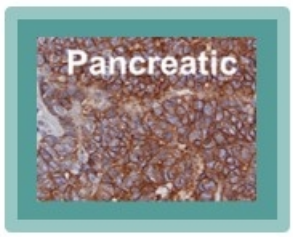


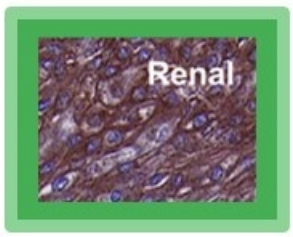
CX-2009 (CD166): Clinical Strategy

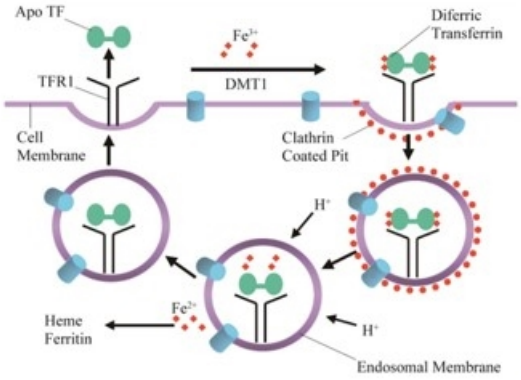


CD71 is a Highly Desirable Antibody Drug Conjugate Target







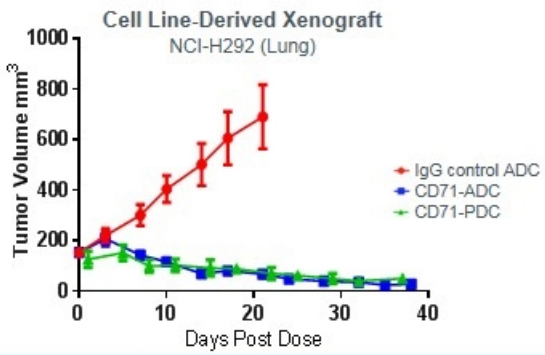


- Ubiquitously expressed on dividing, normal and malignant cells
- Mediates iron uptake required for cell division
- A professional internalizing protein: often used as a positive control in ADC experiments
- Expression in normal dividing cells prohibits development of a traditional ADC

J. Cancer Ther. (2012)

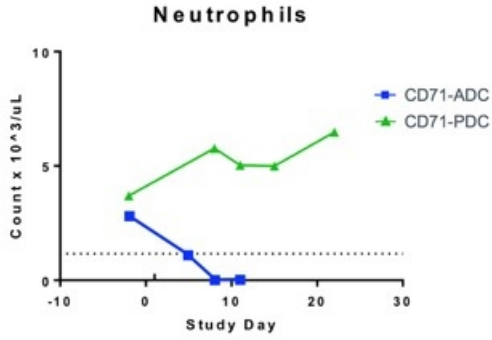
CD71-Probody Drug Conjugate Preclinical Proof of Concept

TUMOR GROWTH



Similar Efficacy

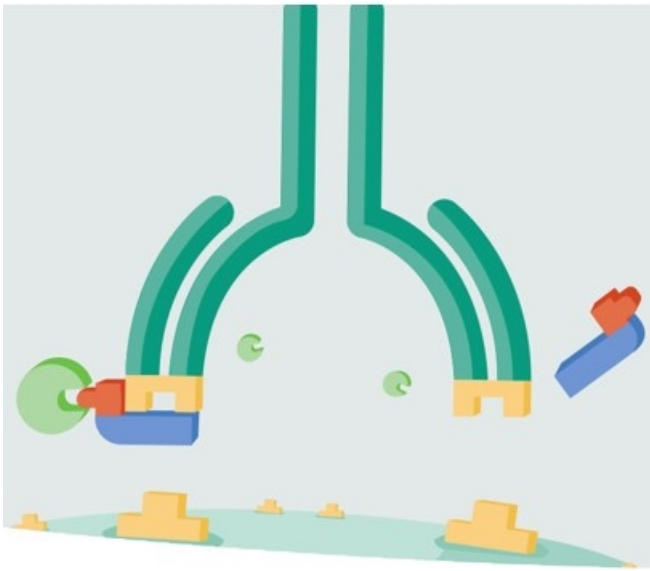
TOLERABILITY IN NON-HUMAN PRIMATES



Toxicity Reduced

Status: Lead Optimization

AbbVie licensed SGEN's validated MMAE payload



SUMMARY

CytomX THERAPEUTICS

Broad Probody Therapeutic Pipeline Poised for Proof of Concept and Value Creation

PIPELINE

Experienced Leadership Team

Executive Team

Sean McCarthy, D.Phil., MBA President and CEO	pappas ventures; SGX Pharmaceuticals; Millennium
W. Michael Kavanaugh, M.D. Chief Scientific Officer	FivePrime; Novartis; Chiron; UCSF University of California San Francisco
Rachel Humphrey, M.D. Chief Medical Officer	Lilly; AstraZeneca; Bristol-Myers Squibb; Bayer
Bob Goeltz, CPA, MBA Chief Financial Officer	Amgen; Tularik; EY Building a better working world
Debanjan Ray, MBA SVP, Strategy and Corporate Development	Portola Pharmaceuticals; Itero Biopharmaceuticals; McKinsey & Company; J.P.Morgan
Cynthia Ladd, JD General Counsel	AGY Therapeutics; pharmacyclics An AbbVie Company; Genentech; WSGR
Danielle Olander VP, Human Resources	Portola Pharmaceuticals; Supergen; Sugen Life Sciences

Reinventing Therapeutics Antibodies for Cancer

Innovative Probody Platform	Enhanced tumor targeting
Advancing Pipeline	Two CytomX-owned programs entering clinic in 2017
Strong Partners	Partnership progress and potential for new alliances
Well Funded	Strong cash position to advance our broad pipeline
2017/2018 Milestones	CX-072 Phase 1/2 CX-2009 Phase 1/2

Broad Probody Therapeutic Pipeline Poised for Proof of Concept and Value Creation

CytomX Therapeutics