
**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): June 10, 2016

CYTOMX THERAPEUTICS, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-37587
(Commission File Number)

27-3521219
(IRS Employer
Identification No.)

**343 Oyster Point Blvd.
Suite 100
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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d)

On June 10, 2016, John A. Scarlett, MD, was appointed to the Board of Directors (the “Board”) of CytomX Therapeutics, Inc., a Delaware corporation (the “Company”), effective immediately. The Board has not yet determined the committees on which Dr. Scarlett will serve.

Dr. Scarlett will receive the Company’s standard non-employee director compensation as described under “Director Compensation” in the Company’s proxy statement for its 2016 annual meeting of stockholders filed with the Securities and Exchange Commission on April 28, 2016. The Company is entering into an indemnification agreement with Mr. Scarlett, the form of which was filed as Exhibit 10.16 to the Company’s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 28, 2015.

There have not been any transactions since the beginning of the Company’s last fiscal year, nor are there any proposed transactions, in which the Company was or is to be a participant involving amounts exceeding \$120,000 and in which Dr. Scarlett had or will have a direct or indirect material interest. There are no arrangements or understandings between Dr. Scarlett and the Company or any other persons pursuant to which Dr. Scarlett was appointed as a director of the Company.

On June 13, 2016, the Company issued a press release announcing the appointment of Dr. Scarlett, which is filed herewith as Exhibit 99.1.

Item 5.07 Submission of Matters to a Vote of Security Holders

At the Company’s Annual Meeting, the following actions were taken. The proposals below are described in detail in the Company’s definitive proxy statement dated April 28, 2016 for the Annual Meeting.

Proposal No. 1

The nominee for election as director, for a term to expire at the Company’s 2019 Annual Meeting of Stockholders, was elected based upon the following vote:

<u>Nominee</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Sean A. McCarthy	24,175,914	265,737	11,062	1,633,945

Proposal No. 2

The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016 was approved based upon the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
26,071,259	2,941	12,458

Proposal No. 3

The proposal to adopt and approve the Company’s Annual Incentive Plan was approved based upon the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
24,428,282	9,242	15,189	1,633,945

Proposal No. 4

The proposal to approve the performance measures included in the Company's 2015 Equity Incentive Plan was approved based upon the following votes:

For	Against	Abstain	Broker Non-Votes
22,977,157	1,460,368	15,188	1,633,945

Item 9.01 Financial Statements and Exhibits.

(d)

**Exhibit
No.**

Description

99.1 Press Release of CytomX Therapeutics, Inc., dated June 13, 2016

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: June 13, 2016

CYTOMX THERAPEUTICS, INC.

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

EXHIBIT INDEX

Exhibit

No.

Description

99.1 Press Release of CytomX Therapeutics, Inc., dated June 13, 2016



CytomX Therapeutics Appoints John A. Scarlett, M.D., to Board of Directors

South San Francisco, June 13, 2016 -- CytomX Therapeutics (Nasdaq: CTMX), a biopharmaceutical company developing investigational ProbodTM therapeutics for the treatment of cancer, today announced that John "Chip" A. Scarlett, M.D., has joined the company's board of directors. Dr. Scarlett brings more than 25 years of executive leadership experience in the biotechnology and pharmaceutical industry to CytomX.

"Chip's demonstrated success and strategic vision in leading innovative, science-based drug development companies makes him an ideal fit for our board as CytomX transforms into a clinical-stage research and development organization," said Sean McCarthy, D.Phil., president and chief executive officer of CytomX Therapeutics. "We are excited to have Chip joining us as we continue to focus intensely on advancing our Probod pipeline to create significant value for our shareholders and positively impact cancer patients' lives."

Dr. Scarlett currently serves as chief executive officer, president and a member of the board of directors of Geron Corporation. Since February 2015, Dr. Scarlett has also served as a member of the board of directors of Chiasma, Inc. Prior to joining Geron in 2011, Dr. Scarlett served as president, chief executive officer and a member of the board of directors of Proteolix, Inc., from February 2009 until its acquisition by Onyx Pharmaceuticals, Inc., in November 2009. From February 2002 until its acquisition by Ipsen, S.A., in October 2008, Dr. Scarlett served as founder, chief executive officer and a member of the board of directors of Tercica, Inc., and also as its president from February 2002 through February 2007. From March 1993 to May 2001, Dr. Scarlett served as president and chief executive officer of Sensus Drug Development Corporation. In 1995, he co-founded Covance Biotechnology Services, Inc., and served as a member of its board of directors from inception to 2000. From 1991 to 1993, Dr. Scarlett headed the North American Clinical Development Center and served as senior vice president of medical and scientific affairs at Novo Nordisk Pharmaceuticals, Inc. Dr. Scarlett holds a B.A. in chemistry from Earlham College and an M.D. from the University of Chicago, Pritzker School of Medicine.

About CytomX Therapeutics

CytomX is an oncology-focused biopharmaceutical company pioneering a novel class of investigational antibody therapeutics based on its Probod technology platform. The company uses the platform to create development-stage proprietary cancer immunotherapies against clinically-validated targets, as well as to develop first-in-class investigational cancer therapeutics against novel targets. CytomX believes that its Probod platform has the potential to improve the combined efficacy and safety profile of monoclonal antibody modalities, including cancer immunotherapies, antibody drug conjugates and T-cell-recruiting bispecific antibodies. Probod therapeutics are designed to take advantage of unique conditions in the tumor microenvironment to enhance the tumor-targeting features of an antibody and reduce drug activity in healthy tissues. Investigational

Probody therapeutics are being developed that address clinically-validated cancer targets in immuno-oncology, such as PD-L1, against which clinical candidate CX-072 is directed, as well as novel targets, such as CD-166, that are difficult to drug without causing damage to healthy tissues, or toxicities. In addition to its proprietary programs, CytomX is collaborating with strategic partners including AbbVie, Inc., Bristol-Myers Squibb Company, Pfizer Inc., MD Anderson Cancer Center, and ImmunoGen, Inc. For more information, visit www.cytomx.com.

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