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): November 28, 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)
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 complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Ex

Item 8.01. Other Events.

On November 28, 2017, CytomX Therapeutics, Inc. issued a press release announcing that Bristol-Myers Squibb has received acceptance of the Investigational New Drug application from the U.S. Food and Drug Administration for a CTLA-4-directed Probody™ therapeutic. The full text of the press release is furnished as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d)

Exhibit No.	Description
99.1	Press Release of CytomX Therapeutics, Inc., dated November 28, 2017

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: November 28, 2017

CYTOMX THERAPEUTICS, INC.

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

Exhibit 99.1

CytomX Therapeutics Announces FDA Acceptance of Investigational New Drug Application for CTLA-4 Probody Therapeutic

Goal is a safer, more effective version of Yervoy®

Triggers $10 Million Milestone Payment to CytomX from Bristol Myers Squibb

NEW YORK, NY and SOUTH SAN FRANCISCO, Calif., – 11/28/17 –CytomX Therapeutics, Inc. (Nasdaq:CTMX) today announced that Bristol-Myers Squibb has received acceptance of the Investigational New Drug application (IND) from the U.S. Food and Drug Administration (FDA) for a CTLA-4-directed Probody™ therapeutic. CTLA-4, the clinically validated target of the Bristol-Myers Squibb checkpoint inhibitor Yervoy® (ipilimumab), is the first target to advance into the clinic under the companies' strategic collaboration formed in May 2014. The IND acceptance results in a $10 million milestone payment to CytomX.

"Immune checkpoint inhibitors are making a profound impact in the treatment of people with cancer," said Sean McCarthy, D.Phil., president and chief executive officer of CytomX Therapeutics. "By localizing antibody binding and therapeutic activity to the tumor microenvironment, our goal with Probody therapeutics is to deliver the same or potentially greater potency as first-generation checkpoint inhibitors, while reducing unwanted side effects. We are excited to see the CTLA-4 Probody advancing into the clinic and look forward to additional progress in our foundational alliance with Bristol-Myers Squibb."

About the Collaboration
In March 2017, Bristol-Myers Squibb and CytomX Therapeutics expanded their 2014 worldwide collaboration to discover, develop and commercialize novel therapies using CytomX's proprietary Probody platform taking total upfront payments to CytomX to $275 million. The collaboration provides Bristol-Myers Squibb with the opportunity to select up to ten oncology targets and two non-oncology targets. To date, Bristol-Myers Squibb has selected five oncology targets under the collaboration, including CTLA-4. CytomX is eligible to receive additional preclinical payments and development, regulatory and sales milestone payments totaling up to $4.7 billion across all 12 collaboration targets, as well as tiered royalties from mid-single digit to low-double digits on net sales of each product commercialized by Bristol-Myers Squibb.

About CytomX Therapeutics
CytomX Therapeutics is a clinical-stage biopharmaceutical company with a deep and differentiated oncology pipeline of investigational Probody™ therapeutics. Probody therapeutics are designed to exploit unique conditions of the tumor microenvironment to more effectively localize antibody binding and activity while limiting activity in healthy tissues. The Company's pipeline includes proprietary

cancer immunotherapies against clinically-validated targets, such as PD-L1, and first-in-class Probody drug conjugates against highly attractive targets, such as CD166 and CD71, which are considered to be inaccessible to conventional antibody drug conjugates due to their presence on healthy tissue. In addition to its wholly owned programs, CytomX has strategic collaborations with AbbVie, Bristol-Myers Squibb Company, Pfizer Inc., MD Anderson Cancer Center and ImmunoGen, Inc. For more information, visit www.cytomx.com or follow us on Twitter.

CytomX Therapeutics Forward-Looking Statements

This press release includes forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that are difficult to predict, may be beyond our control, and may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied in such statements. Accordingly, you should not rely on any of these forward-looking statements, including those relating to the potential efficacy of product candidates, administered separately or in combination, CytomX's ability and the ability of its collaborative partners to develop and advance product candidates into and successfully complete clinical trials, and the timing of any future clinical trials to be initiated by CytomX or any of its collaborative partners. Applicable risks and uncertainties include those relating to preclinical research and development, clinical development, collaborations and other risks identified under the heading "Risk Factors" included in our filings with the SEC. The forward-looking statements contained in this press release are based on information currently available to CytomX and speak only as of the date on which they are made. CytomX does not undertake and specifically disclaims any obligation to update any forward-looking statements, whether as a result of any new information, future events, changed circumstances or otherwise.

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