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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

CytomX Therapeutics, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Your **Vote** Counts!

CYTOMX THERAPEUTICS, INC.

2024 Annual Meeting

Vote by May 14, 2024

11:59 PM ET

CYTOMX THERAPEUTICS, INC.
151 OYSTER POINT BLVD
SUITE 400
SOUTH SAN FRANCISCO, CA 94080



V27958-P03823

You invested in **CYTOMX THERAPEUTICS, INC.** and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 15, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 1, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

May 15, 2024
1:00 PM PDT

Virtually at:
www.virtualshareholdermeeting.com/CTMX2024

*Please check the meeting materials for any special requirements for meeting attendance.

V2.1

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommendations
1. To elect three directors with terms to expire at the 2027 Annual Meeting of Stockholders; Nominees:	
1a. Alan Ashworth, Ph.D.	✔ For
1b. James R. Meyers	✔ For
1c. Halley Gilbert	✔ For
2. To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024;	✔ For
3. To approve an amendment to our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 150,000,000 shares to 300,000,000 shares;	✔ For
4. To approve, on a nonbinding advisory basis, the compensation of the Company's named executive officers as disclosed in the Proxy Statement accompanying this Notice of Annual Meeting of Stockholders; and	✔ For
NOTE: In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".