

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>THIRD ROCK VENTURES LP</u> (Last) (First) (Middle) <u>29 NEWBURY STREET, 3RD FLOOR</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CytomX Therapeutics, Inc. [CTMX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2017</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/15/2017		J ⁽¹⁾		850,000	D	(1)	6,820,348	D ⁽²⁾	
Common Stock								59,776	D ⁽³⁾	
Common Stock								59,776	D ⁽⁴⁾	
Common Stock								59,777	D ⁽⁵⁾	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>THIRD ROCK VENTURES LP</u> (Last) (First) (Middle) <u>29 NEWBURY STREET, 3RD FLOOR</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Third Rock Ventures GP, L.P.</u> (Last) (First) (Middle) <u>29 NEWBURY STREET, 3RD FLOOR</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>TRV GP, LLC</u> (Last) (First) (Middle)

29 NEWBURY STREET, 3RD FLOOR

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

LEVIN MARK J

(Last)

(First)

(Middle)

29 NEWBURY STREET, 3RD FLOOR

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

STARR KEVIN P

(Last)

(First)

(Middle)

29 NEWBURY STREET, 3RD FLOOR

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

TEPPER ROBERT I

(Last)

(First)

(Middle)

29 NEWBURY STREET, 3RD FLOOR

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

Explanation of Responses:

1. Pursuant to a Rule 10b5-1 trading plan adopted by Third Rock Ventures, L.P. ("TRV"), TRV distributed on March 15, 2017, for no consideration, 850,000 shares of Common Stock of the Issuer (the "Shares") to its limited partners and to Third Rock Ventures GP, L.P. ("TRV GP"), the general partner of TRV, representing each such partner's pro rata interest in such Shares. On the same date, TRV GP distributed, for no consideration, the Shares it received in the distribution by TRV to its partners, representing each such partner's pro rata interest in such Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
2. These shares are directly held by TRV. The general partner of TRV is TRV GP. The general partner of TRV GP is TRV GP, LLC ("TRV GP LLC"). The individual managers of TRV GP LLC are Mark Levin ("Levin"), Kevin Starr ("Starr") and Dr. Robert Tepper ("Tepper"). Each of TRV GP, TRV GP LLC, Levin, Starr and Tepper disclaims beneficial ownership of the shares except to the extent of its or his pecuniary interest therein, if any, and this report shall not be deemed an admission that it or he is the beneficial owner of such shares.
3. These shares are directly held by Starr.
4. These shares are directly held by Levin.
5. These shares are directly held by Tepper.

Remarks:

/s/ Kevin Gillis, Chief
Financial Officer of TRV GP,
LLC, general partner of Third
Rock Ventures GP, L.P.,
general partner of Third Rock
Ventures, L.P. 03/16/2017

/s/ Kevin Gillis, Chief
Financial Officer of TRV GP,
LLC, general partner of Third
Rock Ventures GP, L.P. 03/16/2017

/s/ Kevin Gillis, Chief
Financial Officer of TRV GP,
LLC 03/16/2017

/s/ Kevin Gillis by power of
attorney for Mark Levin 03/16/2017

/s/ Kevin Gillis by power of
attorney for Kevin Starr 03/16/2017

/s/ Kevin Gillis by power of
attorney for Robert I. Tepper 03/16/2017

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.