
**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): December 19, 2018

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.)

**151 Oyster Point Boulevard, 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 Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b)

Resignation of Director

On December 19, 2018, Hoyoung Huh, M.D., Ph.D., notified the Board of Directors (the “Board”) of CytomX Therapeutics, a Delaware corporation (the “Company”) of his decision to resign from the Board and the Nominating and Corporate Governance Committee of the Board, effective December 31, 2018. Dr. Huh’s resignation is not due to any disagreement with the Company, the Board or the management of the Company. The Company expects to enter into a consulting arrangement with Dr. Huh, pursuant to which he would serve as a special advisor to the Chief Executive Officer of the Company.

In addition, the Board has appointed Sean McCarthy, D.Phil., President and Chief Executive Officer of the Company, to serve as Chair of the Board effective from January 1, 2019, to serve in such capacity until the earlier of his successor being duly elected and qualified or his death, resignation or removal.

The Board has also appointed Matthew P. Young to serve as Lead Independent Director of the Board and as Chair of the Nominating and Corporate Governance Committee of the Board, effective from January 1, 2019.

(d)

Appointment of Director

On December 19, 2018, James R. Meyers was appointed to the Board of the Company, effective December 20, 2018, as a Class III director, with an initial term expiring at the Company’s 2021 annual meeting of stockholders, filling a vacancy.

Mr. Meyers will receive the Company’s standard non-employee director compensation as described under “Director Compensation” in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 26, 2018. Pursuant to this program, upon appointment to the Board, Mr. Meyers received an option under the Company’s 2015 Equity Incentive Plan to purchase 28,000 shares of the Company’s common stock with an exercise price of the closing price of the Company’s common stock on December 20, 2018, the date of Mr. Meyer’s appointment. The option will vest and become exercisable as to 1/36th of the shares subject to the option on each monthly anniversary of the date of appointment to the Board, subject to Mr. Meyers’ continued service to the Company through each applicable vesting date. The Company is entering into an indemnification agreement with Mr. Meyers, 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 Mr. Meyers had or will have a direct or indirect material interest. There are no arrangements or understandings between Mr. Meyers and the Company or any other persons pursuant to which Mr. Meyers was appointed as a director of the Company.

On December 20, 2018, the Company issued a press release announcing the events described above, which is furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

The following exhibit is furnished as part of this report.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of CytomX Therapeutics, Inc., dated December 20, 2018

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: December 20, 2018

CYTOMX THERAPEUTICS, INC.

By: /s/ Lloyd Rowland

Lloyd Rowland

SVP, General Counsel



CytomX Therapeutics Announces Changes to its Board of Directors

- President and CEO Sean McCarthy, D. Phil., Appointed to Additional Role of Chairman -

- Hoyoung Huh, M.D., Ph.D. Retiring from Board -

- James R. Meyers, Former EVP at Gilead Sciences Inc., Appointed to Board -

SOUTH SAN FRANCISCO, CA, December 20, 2018 — CytomX Therapeutics, Inc. (Nasdaq: CTMX), a clinical-stage oncology-focused biopharmaceutical company pioneering a novel class of investigational antibody therapeutics based on its Proboddy™ therapeutic technology platform, today announced changes to its board of directors.

Hoyoung Huh, M.D., Ph.D., who has served as chairman of CytomX's board of directors since March 2012, will retire from the board effective December 31, 2018, whereupon he will serve as a special advisor to the chief executive officer of CytomX. With Dr. Huh's retirement, the board of directors has appointed Dr. McCarthy, CytomX's president and chief executive officer, to serve as chairman.

"On behalf of CytomX's management and Board, I would like to thank Hoyoung for his strategic leadership and insight over the last six years," said Sean McCarthy, D.Phil., president and chief executive officer of CytomX. "Hoyoung has helped us mature CytomX from an early stage startup company to an integrated research and development organization with multiple wholly-owned and partnered product candidates in the clinic. I am delighted that CytomX will continue to benefit from his expertise as an advisor as we continue to advance towards realizing our vision of transforming lives with safer, more effective therapies."

In conjunction with Dr. McCarthy's appointment as chairman, existing company director Matthew Young has been appointed to the role of lead independent director.

The company also announced that James R. Meyers has been appointed as an independent director to the CytomX board.

Mr. Meyers brings more than 30 years of worldwide commercial leadership experience within the biotechnology industry. Mr. Meyers has served as a senior advisor to Gilead Sciences since his retirement from Gilead in February 2018. Prior to his advisory role, Mr. Meyers most recently served as Gilead's executive vice president of worldwide commercial operations where he was responsible for all commercial activities, including pricing and market access in North America, Europe, Middle East, Australia and Japan. Over his 22-year career at Gilead, Mr. Meyers led some of the most important and successful product launches in the history of the biopharmaceutical industry, most notably in the therapeutic areas of HCV and HIV. Prior to joining Gilead, Mr. Meyers held positions of increasing responsibility in sales, training, marketing and management with Zeneca Pharmaceuticals and Astra USA. Mr. Meyers currently serves on the board of Arbutus Biopharma Corporation, a public biopharmaceutical company focused on commercializing a cure for patients suffering from chronic hepatitis B infection. Mr. Meyers holds a B.S. in Economics from Boston College.

Continued Dr. McCarthy, “We are honored to have Jim joining our Board of Directors as we continue to advance our clinical stage pipeline and drive towards building a commercial-stage organization. Jim brings deep operational and strategic expertise and is a recognized leader with a proven track record of commercial success. I look forward to working closely with Jim and the full board as we endeavor to take CytomX to the next level.”

Commenting on his appointment Mr. Meyers said, “I’m thrilled to be joining the CytomX board at this pivotal time in the company’s evolution and I very much look forward to contributing to the further advancement of this unique organization.”

About CytomX Therapeutics

CytomX Therapeutics is a clinical-stage oncology-focused biopharmaceutical company pioneering a novel class of investigational antibody therapeutics based on its Probody™ therapeutic technology platform. 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. CytomX and its partners have four programs in the clinic. The Company’s pipeline includes cancer immunotherapies against clinically-validated targets, including a PD-L1-targeting Probody therapeutic wholly owned by CytomX (CX-072), a PD-1-targeting Probody therapeutic wholly owned by CytomX (CX-188) and a CTLA-4-targeting Probody therapeutic partnered with Bristol Myers Squibb (BMS-986249). The pipeline also includes first-in-class Probody drug conjugates against highly attractive targets, including a CD166-targeting Probody drug conjugate wholly owned by CytomX (CX-2009), and a CD71-targeting Probody drug conjugate partnered with AbbVie (CX-2029). CD166 and CD71 are among cancer targets that are considered to be inaccessible to conventional antibody drug conjugates due to their presence on many healthy tissues. In addition to its wholly owned programs, CytomX has strategic collaborations with AbbVie, Amgen, Bristol-Myers Squibb Company and ImmunoGen, Inc. For more information, visit www.cytomx.com.

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 benefits, safety and efficacy of CytomX’s or any of its collaborative partners’ product candidates and CytomX’s ability and the ability of its collaborative partners to develop and advance product candidates into and successfully complete clinical trials. Risks and uncertainties that contribute to the uncertain nature of the forward-looking statements include: three of CytomX’s product candidates under its Probody platform are in the initial stages of clinical development and its other product candidates are currently in preclinical development, and the process by which preclinical and clinical development could potentially lead to an approved product is long and subject to significant risks and uncertainties. Additional applicable risks and uncertainties include those relating to our preclinical research and development, clinical development, and other risks identified under the heading “Risk Factors” included in CytomX’s Quarterly Report on Form 10-Q filed with the SEC on November 6, 2018. 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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