

**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): February 14, 2020

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 Blvd.
Suite 400
South San Francisco, CA**
(Address of Principal Executive Offices)

94080
(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.00001 par value per share	CTMX	Nasdaq Global Select Market

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.

Compensatory Arrangements of Certain Officers

On February 14, 2020, the Compensation Committee of the Board of Directors (the "Board") of CytomX Therapeutics, Inc. (the "Company") approved: (a) annual base salaries for 2020, and (b) cash performance bonuses for 2019 for the following named executive officers of the Company:

<u>Name and Current Position</u>	<u>Salary Increase (\$)</u>	<u>2020 Base Salary</u>	<u>2019 Cash Bonus</u>
Lloyd Rowland, Senior Vice President, General Counsel	\$13,650	\$403,650	\$132,600
W. Michael Kavanaugh, M.D., Chief Scientific Officer and Head of Research and Non-Clinical Development	\$15,556	\$460,007	\$168,891

On February 14, 2020, the Board approved (a) the annual base salary for 2020, and (b) cash performance bonus for 2019 for the following principal executive and principal financial officer:

<u>Name and Current Position</u>	<u>Salary Increase (\$)</u>	<u>2020 Base Salary</u>	<u>2019 Cash Bonus</u>
Sean A. McCarthy, D. Phil., President, Chief Executive Officer and Chairman	\$20,000	\$595,000	\$327,750

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: February 20, 2020

CYTOMX THERAPEUTICS, INC.

By: /s/ Lloyd Rowland

Lloyd Rowland

SVP, General Counsel