

McCarthy Sean A.
Form 4
July 03, 2018

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McCarthy Sean A.

(Last) (First) (Middle)

C/O CYTOMX THERAPEUTICS,
INC., 151 OYSTER POINT BLVD.,
SUITE 400

(Street)

SOUTH SAN
FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CytomX Therapeutics, Inc. [CTMX]

3. Date of Earliest Transaction
(Month/Day/Year)

07/02/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ 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)
Common Stock	07/02/2018		M ⁽¹⁾	13,052 A	\$ 1.5749 95,115 ⁽²⁾	D	
Common Stock	07/02/2018		S ⁽¹⁾	13,052 D	\$ 23.4223 82,063 ⁽²⁾	D	

⁽³⁾

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)		8. L	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.5749	07/02/2018		M ⁽¹⁾		13,052		⁽⁴⁾	02/08/2025	Common Stock	13,052

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

McCarthy Sean A.
C/O CYTOMX THERAPEUTICS, INC.
151 OYSTER POINT BLVD., SUITE 400
SOUTH SAN FRANCISCO, CA 94080

X

President and CEO

Signatures

/s/ Debanjan Ray, as Attorney-in-Fact for Sean A.
McCarthy

07/03/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The transactions reported herein were effected pursuant to the Reporting Person's Rule 10b5-1 trading plan.

Share numbers reflect the transfer of (i) 77,118 shares to the reporting person and (ii) 77,119 shares to the reporting person's ex-wife,
(2) from McCarthy Family Trust dated August 9, 2001, Sean A. McCarthy and Jeanette J. McCarthy, Trustees, pursuant to a domestic
relations order.

This transaction was executed in multiple trades in prices ranging from \$22.56 to \$23.68, inclusive. The price reported in Column 4 above
reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission
(3) staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective
price within the range set forth in this footnote.

(4) This option vests in 48 substantially equal monthly installments starting on the last day of January 2015.

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

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