

CytomX Therapeutics, Inc.  
Form 4  
March 27, 2017

**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  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**THIRD ROCK VENTURES LP**

(Last) (First) (Middle)

**29 NEWBURY STREET, 3RD  
FLOOR**

(Street)

**BOSTON, MA 02116**

(City) (State) (Zip)

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

**CytomX Therapeutics, Inc. [CTMX]**

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

**03/23/2017**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ 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	03/23/2017		S		1,000,000	D \$ 17.0002	5,820,348	D <u>(1)</u>	
Common Stock	03/27/2017		S		650,000	D \$ 18.0003 <u>(2)</u>	5,170,348	D <u>(1)</u>	
Common Stock							59,776	D <u>(3)</u>	
Common Stock							59,776	D <u>(4)</u>	
Common Stock							59,777	D <u>(5)</u>	

# Edgar Filing: CytomX Therapeutics, Inc. - Form 4

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

**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 control number.**

SEC 1474  
(9-02)

**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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THIRD ROCK VENTURES LP 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		X		
Third Rock Ventures GP, L.P. 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		X		
TRV GP, LLC 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		X		
LEVIN MARK J 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		X		
STARR KEVIN P 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		X		
TEPPER ROBERT I 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116		X		

## Signatures

/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.	03/27/2017
__Signature of Reporting Person	Date
/s/ Kevin Gillis, Chief Financial Officer of TRV GP, LLC, general partner of Third Rock Ventures GP, L.P.	03/27/2017
__Signature of Reporting Person	Date
/s/ Kevin Gillis, Chief Financial Officer of TRV GP, LLC	03/27/2017
__Signature of Reporting Person	Date
/s/ Kevin Gillis by power of attorney for Mark Levin	03/27/2017
__Signature of Reporting Person	Date
/s/ Kevin Gillis by power of attorney for Kevin Starr	03/27/2017
__Signature of Reporting Person	Date
/s/ Kevin Gillis by power of attorney for Robert I. Tepper	03/27/2017
__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).

These shares are directly held by Third Rock Ventures, L.P. ("TRV"). The general partner of TRV is Third Rock Ventures GP, L.P. ("TRV GP"). The general partner of TRV GP is TRV GP, LLC ("TRV GP LLC"). The individual managers of TRV GP LLC are Mark

- (1) 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.

This price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.00 to \$18.45, inclusive.

- (2) Each of the reporting persons undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2).
- (3) These shares are directly held by Starr.
- (4) These shares are directly held by Levin.
- (5) These shares are directly held by Tepper.

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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