

CytomX Therapeutics, Inc.
Form SC 13G
February 11, 2016

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

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No.)*

CytomX Therapeutics, Inc.

(Name of Issuer)

COMMON STOCK, \$0.00001 PAR VALUE PER SHARE

(Title of Class of Securities)

23284F105

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAMES OF REPORTING PERSONS

Canaan IX L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5. SOLE VOTING POWER

NUMBER OF

SHARES 4,884,755

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 4,884,755

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,884,755

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13.6% (1)

12. TYPE OF REPORTING PERSON

PN

(1) The percent of class was calculated based on 36,024,292 shares of common stock issued and outstanding as of November 19, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 23, 2015.

1. NAMES OF REPORTING PERSONS

Canaan Partners IX LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3. (a) (b)
SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES 4,884,755

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 4,884,755

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,884,755

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13.6% (1)

12. TYPE OF REPORTING PERSON

OO

(1) The percent of class was calculated based on 36,024,292 shares of common stock issued and outstanding as of November 19, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 23, 2015.

Item 1. Issuer

- (a) Name of Issuer:
CytomX Therapeutics, Inc. (the **Issuer**)
- (b) Address of Issuer's Principal Executive Offices:
343 Oyster Point Blvd.

Suite 100

South San Francisco, CA 94080

Item 2. Filing Person

- (a) (c)Name of Persons Filing; Address; Citizenship:
- (i) Canaan IX L.P., a Cayman Islands limited partnership (the **Fund**); and
- (ii) Canaan Partners IX LLC, a Delaware limited liability company (the **General Partner**).

The address of the principal business office of each of the reporting persons is 285 Riverside Avenue, Suite 250, Westport, Connecticut 06880.

- (d) Title of Class of Securities:
Common stock, \$0.00001 par value per share, (the **Common Stock**)
- (e) CUSIP Number:

23284F105

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) .. Broker or dealer registered under Section 15 of the Act;
- (b) .. Bank as defined in Section 3(a)(6) of the Act;
- (c) .. Insurance company as defined in Section 3(a)(19) of the Act;
- (d) .. Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) .. An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

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- (g) .. A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) .. A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) .. A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k) .. Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

(a) and (b) Amount beneficially owned:

- (i) The Fund directly owns 4,884,755 shares of Common Stock, which represents approximately 13.6% of the outstanding shares of Common Stock.
- (ii) The General Partner is the general partner of the Fund and may be deemed to beneficially own 4,884,755 shares of Common Stock, which represents approximately 13.6% of the outstanding shares of Common Stock.

(c) Number of shares as to which such person has:

| Reporting Person | Number of Shares of Common Stock | | | |
|--|----------------------------------|------|-----------|------|
| | (i) | (ii) | (iii) | (iv) |
| Canaan IX L.P. | 4,884,755 | 0 | 4,884,755 | 0 |
| Canaan Partners IX LLC | 4,884,755 | 0 | 4,884,755 | 0 |
| (i) Sole power to vote or direct the vote | | | | |
| (ii) Shared power to vote or to direct the vote | | | | |
| (iii) Sole power to dispose or to direct the disposition of | | | | |
| (iv) Shared power to dispose or to direct the disposition of | | | | |

The percent of class was calculated based on 36,024,292 shares of common stock issued and outstanding as of November 19, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 23, 2015.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2016

CANAAN IX L.P.

By: CANAAN PARTNERS IX LLC, its
General Partner

By: /s/ Jaime

Slocum

Jaime Slocum, Attorney-in-Fact

CANAAN PARTNERS IX LLC

By: /s/ Jaime Slocum

Jaime Slocum, Attorney-in-Fact

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned, and if such undersigned is not a natural person, acting by and through one of its authorized representatives, hereby constitutes and appoints each of Guy M. Russo and Jaime Slocum as the undersigned's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for the undersigned and in the undersigned's place and stead, in any and all capacities (until revoked in writing) to sign any and all instruments, certificates and documents required to be executed on behalf of the undersigned as an individual (if applicable) or in the undersigned's capacity as a general partner or authorized signatory, as the case may be, on behalf of any of Canaan Equity II L.P., Canaan Equity II Entrepreneurs LLC, Canaan Equity II L.P. (QP), Canaan Equity Partners II LLC, Canaan Equity III L.P., Canaan Equity III Entrepreneurs LLC, Canaan Equity Partners III LLC, Canaan VII L.P., Canaan Partners VII LLC, Canaan VIII L.P., Canaan Partners VIII LLC, Canaan IX L.P. and Canaan Partners IX LLC, in each case pursuant to the Securities Act of 1933, as amended, (the Securities Act), or the Securities Exchange Act of 1934, as amended (the Exchange Act), and any and all regulations promulgated thereunder (including filings pursuant to Section 16 (Forms 3, 4 and 5) and Section 13 (Schedule 13D and Schedule 13G) of the Exchange Act) and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Securities Act, the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as the undersigned might or could do in person thereby, and ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof, or may have done in connection with the matters described above.

Each of the undersigned may execute this power of attorney in separate counterparts, and each counterpart shall be deemed to be an original instrument. This agreement shall be effective as to each of the undersigned as of the date signed by that signatory.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the respective dates set forth below.

Dated: 07/25/2012

CANAAN IX L.P.

By: /s/ Guy M. Russo

Name: Guy M. Russo

Title: Member/Manager

CANAAN PARTNERS IX LLC

By: /s/ Guy M. Russo

Name: Guy M. Russo

Title: Member/Manager

Joint Filing Agreement

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: February 11, 2016

CANAAN IX L.P.

By: CANAAN PARTNERS IX LLC, its
General Partner

By: /s/ Jaime Slocum
Jaime Slocum, Attorney-in-Fact

CANAAN PARTNERS IX LLC

By: /s/ Jaime Slocum
Jaime Slocum, Attorney-in-Fact