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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Wills Robert James</u> _____ (Last) (First) (Middle) <u>C/O CYMABAY THERAPEUTICS, INC.</u> <u>7601 DUMBARTON CIRCLE</u> _____ (Street) <u>FREMONT CA 94555</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CymaBay Therapeutics, Inc. [ CBAY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/22/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	03/22/2024		D		30,000	D	(1)	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$5.9	03/22/2024		D			18,000	(2)	04/15/2025	Common Stock	18,000	(2)	0	D	
Employee Stock Option (right to buy)	\$2.04	03/22/2024		D			25,000	(2)	10/05/2025	Common Stock	25,000	(2)	0	D	
Employee Stock Option (right to buy)	\$1.72	03/22/2024		D			9,000	(2)	06/27/2026	Common Stock	9,000	(2)	0	D	
Employee Stock Option (right to buy)	\$3.48	03/22/2024		D			27,000	(2)	04/26/2027	Common Stock	27,000	(2)	0	D	
Employee Stock Option (right to buy)	\$5.5	03/22/2024		D			15,000	(2)	06/27/2027	Common Stock	15,000	(2)	0	D	
Employee Stock Option (right to buy)	\$7.47	03/22/2024		D			7,500	(2)	09/21/2027	Common Stock	7,500	(2)	0	D	
Employee Stock Option (right to buy)	\$11.69	03/22/2024		D			16,000	(2)	01/23/2028	Common Stock	16,000	(2)	0	D	
Employee Stock Option (right to buy)	\$8.43	03/22/2024		D			27,705	(2)	01/28/2029	Common Stock	27,705	(2)	0	D	
Employee Stock Option (right to buy)	\$4.05	03/22/2024		D			49,245	(2)	05/14/2030	Common Stock	49,245	(2)	0	D	
Employee Stock Option (right to buy)	\$5.78	03/22/2024		D			32,000	(2)	01/25/2031	Common Stock	32,000	(2)	0	D	
Employee Stock Option (right to buy)	\$2.94	03/22/2024		D			67,000	(2)	01/24/2032	Common Stock	67,000	(2)	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$7.8	03/22/2024		D			25,000	(2)	01/24/2033	Common Stock	25,000	(2)	0	D	
Employee Stock Option (right to buy)	\$22.85	03/22/2024		D			14,010	(2)	01/23/2034	Common Stock	14,010	(2)	0	D	

**Explanation of Responses:**

1. Pursuant to the Agreement and Plan of Merger, dated as of February 11, 2024 (the "Merger Agreement"), by and among CymaBay Therapeutics, Inc. ("CymaBay"), Gilead Sciences, Inc., a Delaware corporation ("Gilead"), and Pacific Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Gilead ("Purchaser"), among other things, Purchaser merged with and into the Company (the "Merger"). Accordingly, each outstanding share of CymaBay common stock was converted into the right to receive a cash payment equal to \$32.50, less applicable withholding taxes.

2. Pursuant to the Merger Agreement, each outstanding CymaBay stock option, whether or not vested, was cancelled and converted into the right to receive a cash payment equal to the product of (a) the excess of (i) \$32.50 over (ii) the per share exercise price of such stock option, and (b) the total number of shares of CymaBay common stock subject to such stock option immediately prior to the effective time of the Merger, less applicable withholding taxes. Any outstanding CymaBay stock option with an exercise price equal to or greater than \$32.50 was canceled for no consideration.

/s/ Paul Quinlan, as attorney-in-fact for Robert Wills

03/22/2024

\*\* Signature of Reporting Person

Date

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

\* 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).

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

**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 Number.**