

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
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☒ 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

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 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>Loewy Caroline M</u> (Last) (First) (Middle) <u>C/O CYMABAY THERAPEUTICS, INC.</u> <u>7601 DUMBARTON CIRCLE</u> (Street) <u>FREMONT</u> <u>CA</u> <u>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 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			

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	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$1.72	03/22/2024		D			30,000	(I)	01/18/2027	Common Stock	30,000	(I)	0	D	
Employee Stock Option (right to buy)	\$5.5	03/22/2024		D			15,000	(I)	06/27/2027	Common Stock	15,000	(I)	0	D	
Employee Stock Option (right to buy)	\$7.47	03/22/2024		D			7,500	(I)	09/21/2027	Common Stock	7,500	(I)	0	D	
Employee Stock Option (right to buy)	\$11.69	03/22/2024		D			16,000	(I)	01/23/2028	Common Stock	16,000	(I)	0	D	
Employee Stock Option (right to buy)	\$8.43	03/22/2024		D			27,705	(I)	01/28/2029	Common Stock	27,705	(I)	0	D	
Employee Stock Option (right to buy)	\$4.05	03/22/2024		D			49,245	(I)	05/14/2030	Common Stock	49,245	(I)	0	D	
Employee Stock Option (right to buy)	\$5.78	03/22/2024		D			32,000	(I)	01/25/2031	Common Stock	32,000	(I)	0	D	
Employee Stock Option (right to buy)	\$2.94	03/22/2024		D			67,000	(I)	01/24/2032	Common Stock	67,000	(I)	0	D	
Employee Stock Option (right to buy)	\$7.8	03/22/2024		D			25,000	(I)	01/24/2033	Common Stock	25,000	(I)	0	D	
Employee Stock Option (right to buy)	\$22.85	03/22/2024		D			14,010	(I)	01/23/2034	Common Stock	14,010	(I)	0	D	

Explanation of Responses:

/s/ Paul Quinlan, as attorney-in-
fact for Caroline Loewy 03/22/2024

** Signature of Reporting Person Date