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

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

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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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

C/O CYMABAY THERAPEUTICS, INC., 3876 BAY CENTER PLACE       Street)       Inducts and stream instruction (Month/Day/Year)       Inducts and stream instruction (Instr. 3)       Inducts and stream instruction (Month/Day/Year)       Inducts and stream instruction (Instr. 8)       Inducts and stream instruction (Instr. 3)       Inducts and stream instruction (Month/Day/Year)       Inducts and stream instruction (Instr. 4)       Inductstream instruction (Instr. 4)       Inductstr	(Print or Type Responses)										
(Last)       (First)       (Middle)         (Last)       (First)       (Middle)         (ZO CYMABAY THERAPEUTICS, INC., 3876 BAY CENTER PLACE       3. Date of Earliest Transaction (Month/Day/Year)       Officer (give title)       Other (specify below)         (Inc., 3876 BAY CENTER PLACE       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) -X. Form filed by One Reporting Person -Form filed by More than One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1.Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       3. (Month/Day/Year)       4. Securities (Code       5. Amount of Disposed of (D) (Instr. 3, 4 and 5)       6. (Ownership Following Reported Transaction(s)       7. Nature of Indirect (Instr. 4)		Symbol				U	Issuer (Check all applicable)				
HAYWARD, CA 94545       Filed(Month/Day/Year)       Intervention of the proving Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1. Title of Security       2. Transaction       2A. Deemed       3.       4. Securities       5. Amount of Solution of Securities         Instr. 3)       Date       Date       (Month/Day/Year)       3.       4. Securities       5. Amount of Securities         I.Title of Security       (Instr. 3)       (Month/Day/Year)       1. Transaction       Code       1. Transaction       1. Transaction         I.Title of Security       1. Transaction       1. Transactin       1. Transactin       1. Transa	C/O CYMABAY T	S. (Month/Day	/Year)	nsac	ction		Officer (give title Other (specify below)				
1.Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if (Month/Day/Year)       3. (Month/Day/Year)       4. Securities (Code (Instr. 8)       5. Amount of Securities (Instr. 3, 4 and 5)       6. Securities Beneficially Owned Following Reported (Instr. 3 and 4)       7. Nature of Indirect Direct (D)			,	e Or	riginal		Applicable Line) _X_ Form filed by One Reporting Person				
(Instr. 3)       Date (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       Transaction Code (Instr. 8)       Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)       Securities Beneficially Owned Following Reported Following Reported (Instr. 3 and 4)       Ownership Form: Direct (D)       or Ownership Ownership Ownership (Instr. 4)	(City) (Sta	ate) (Zip)	Table I -	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owne							Owned
	(Instr. 3) D	Date Month/Day/Year)	Execution Date, if any	Transact Code		Acquired Disposed	$\frac{(A)}{4} \frac{(A)}{(A)}$	D)   5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I)	of Indirect Beneficial Ownership

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (a.e., nutr., alla, community, articles, community, acquired, beneficially owned)

	(e.g., puts, caus, warrants, options, convertible securities)														
1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Numb	ber	6. Date Exer	rcisable and	7. Title and	Amount	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transac	nsaction of		Expiration Date		of Underlying		Derivative	Derivative	Ownership	of Indirect	
Security	or Exercise	(Month/Day/Year)	any	Code				(Month/Day/Year) Securities		Securities	Securities Security		Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	)	Securitie	s	(Instr. 3 and 4) (I		(Instr. 5)	Beneficially	Derivative	Ownership		
	Derivative					Acquire	d							2	(Instr. 4)
	Security					(A) or							0	Direct (D)	
						Dispose	d of						1	or Indirect	
						(D)							Transaction(s)		
						(Instr. 3, and 5)	, 4,					(Instr. 4)	(Instr. 4)		
						and 5)									
											Amount				
								Date	Expiration	Title	Of Number				
								Exercisable	Date	The	Number of				
				Code	v	(A)	(D)				Shares				
Stock				coue		(11)	(2)				Silaes				
										C					
Option	\$5	10/31/2013		А		25,653		<u>(1)</u>	10/31/2023	Common Stock	25,653	\$0	25,653	D	
(right to										Stock					
buy)															

### **Reporting Owners**

Beneuting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
LANGE LOUIS G C/O CYMABAY THERAPEUTICS, INC. 3876 BAY CENTER PLACE HAYWARD, CA 94545	X							

#### Signatures

/s/ Charles McWherter, by power of attorney	11/01/2013
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) This option vests over a four-year period, with one-third of the shares subject to the Option vesting on the grant date of October 31, 2013, and the remaining 2/3 of the shares subject to the Option vesting ratably on a monthly basis over the next 48 months.

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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