

# FORM 4

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

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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 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

(Print or Type Responses)

1. Name and Address of Reporting Person * McWherter Charles		2. Issuer Name and Ticker or Trading Symbol CymaBay Therapeutics, Inc. [NONE]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Sr. Vice President	
(Last) (First) (Middle) C/O CYMABAY THERAPEUTICS, INC., 3876 BAY CENTER PLACE		3. Date of Earliest Transaction (Month/Day/Year) 12/23/2013			
(Street) HAYWARD, CA 94545		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> X Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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)			

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

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**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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$ 39.75	12/23/2013		D	(1)		5,660	(1)	06/05/2018	Common Stock	5,660	(3)	0	D	
Stock Option (right to buy)	\$ 5	12/23/2013		A	(1)		5,660	(1)	12/22/2023(1)	Common Stock	5,660	(3)	5,660	D	
Stock Option (right to buy)	\$ 15.9	12/23/2013		D	(2)		1,886	(2)	01/10/2020	Common Stock	1,886	(3)	0	D	
Stock Option (right to buy)	\$ 5	12/23/2013		A	(2)		1,886	(2)	12/22/2023(2)	Common Stock	1,886	(3)	1,886	D	
Stock Appreciation Right (4)	\$ 5	12/23/2013		A			31,134	(4)	12/22/2023	Common Stock	31,134	\$ 0	31,134	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McWherter Charles C/O CYMABAY THERAPEUTICS, INC. 3876 BAY CENTER PLACE HAYWARD, CA 94545			Sr. Vice President	

## Signatures

/s/ Sujal Shah, by power of attorney	12/27/2013
<small>Signature of Reporting Person</small>	<small>Date</small>

## 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).

The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on June 5, 2008. The option became exercisable with respect to 25% of the underlying shares on the first anniversary of the vesting commencement date of July 23, 2007 and with respect to the remaining 75% of the underlying shares in equal monthly installments over the next three-year period. The expiration date of the option was extended to December 22, 2023.

The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on January 10, 2010. The option vests in equal monthly installments over the four-year period, beginning on October 15, 2009. The expiration date of the option was extended to December 22, 2023.

(3) The reporting person agreed to cancellation of an "old" option, in exchange for a new option having a lower exercise price.

(4) This award was granted under the Issuer's 2013 Equity Incentive Plan and can be settled in cash or shares of the Issuer's common stock, at the sole discretion of the Issuer. The award vests in full on the two-year anniversary of the grant date.

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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