
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

CYMABAY THERAPEUTICS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box)

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

6. Amount Previously Paid:

7. Form, Schedule or Registration Statement No.:

8. Filing Party:

9. Date Filed:

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders of

CYMABAY THERAPEUTICS, INC.

To Be Held On:

Tuesday, June 3, 2014 at 9:00 am Pacific Time

7677 Gateway Blvd, Conference Center 2nd Floor, Bay Room, Newark, CA 94560

COMPANY NUMBER	
ACCOUNT NUMBER	
CONTROL NUMBER	

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery, please make the request as instructed below before May 23, 2014.

Please visit <http://www.astproxyportal.com/ast/18519>, where the following materials are available for view:

Notice of Annual Meeting of Stockholders
Proxy Statement
Form of Electronic Proxy Card
Annual Report on Form 10-K

TO OBTAIN

PROXY MATERIALS:

TELEPHONE: 888-Proxy-NA (888-776-9962) or 718-921-8562 (for international callers)

E-MAIL: info@amstock.com

WEBSITE: <http://www.amstock.com/proxyservices/requestmaterials.asp>

TO VOTE:



ONLINE: To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at www.voteproxy.com up until 11:59 p.m. Eastern Time the day before the meeting date.

IN PERSON: You may vote your shares in person by attending the Annual Meeting. Directions can be found at <http://www.pacificresearchcenter.com> or by contacting our Investor Relations at (510) 293-8121.

TELEPHONE: To vote by telephone, please visit <https://secure.amstock.com/voteproxy/login2.asp> to view the materials and to obtain the toll free number to call. You may vote by telephone until 11:59 p.m. Eastern Time the day before the meeting date.

MAIL: You may request a card by following the instructions above.

1. To elect the CymaBay Therapeutics, Inc. Board of Directors' six nominees as directors to serve until the 2015 Annual Meeting of Stockholders and until their successors are duly elected and qualified:

Nominees:

Harold Van Wart
Kurt von Emster
Edward E. Penhoet
Hari Kumar
Carl Goldfischer
Louis G. Lange

2. To ratify the selection of Ernst & Young LLP by the Audit Committee of the Board of Directors of CymaBay Therapeutics, Inc. as the independent registered public accounting firm of CymaBay Therapeutics, Inc. for the fiscal year ending December 31, 2014.
3. To approve the CymaBay Therapeutics, Inc. 2013 Equity Incentive Plan, as amended to increase the aggregate number of shares of the company's common stock authorized for issuance under the plan by 500,000 shares.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE

**“FOR” THE ELECTION OF DIRECTORS AND “FOR”
PROPOSAL 2 AND PROPOSAL 3.**

Please note that you cannot use this notice to vote by mail.