
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

CymaBay Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

94-3103561
(I.R.S. Employer Identification no.)

7999 Gateway Blvd, Suite 130
Newark, California
(Address of principal executive offices)

94560
(Zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**
Common Stock, \$0.0001 par value per share

**Name of exchange on which
each class is to be registered**
The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which the form relates:
_____ (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:
None

Item 1. Description of Registrant's Securities to be Registered.

A description of the common stock, \$0.0001 par value per share, of CymaBay Therapeutics, Inc., a Delaware corporation (the "Registrant"), to be registered hereunder is contained in the section entitled "Description of Capital Stock" in the prospectus included in the Registrant's Registration Statement of Form S-1 (File No. 333-195127), filed with the Securities and Exchange Commission (the "Commission") on April 8, 2014, and is incorporated herein by reference.

Item 2. Exhibits.

Under the instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CymaBay Therapeutics, Inc.

Date: June 16, 2014

By: /s/ Sujal Shah

Sujal Shah
Chief Financial Officer
