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

FORM S-1

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CymaBay Therapeutics, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

2834
(Primary Standard Industrial Classification
Code Number)

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

**7999 Gateway Blvd., Suite 130
Newark, CA 94560
(510) 293-8800**

(Address, including zip code and telephone number, of Registrant's principal executive offices)

Harold Van Wart, Ph.D.
President and Chief Executive Officer
CymaBay Therapeutics, Inc.
7999 Gateway Blvd., Suite 130
Newark, CA 94560
(510) 293-8800

(Name, address, including zip code and telephone number, including area code, of agent for service)

Copies to:

Matthew B. Hemington
Brett D. White
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000

Sujal Shah
Chief Financial Officer
CymaBay Therapeutics, Inc.
7999 Gateway Blvd., Suite 130
Newark, CA 94560
(510) 293-8800

Michael D. Maline
Goodwin Procter LLP
The New York Times Building
620 8th Avenue
New York, New York 10018
(212) 813-8800

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

(File No. 333-195127)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

The registrant is an "emerging growth company" as defined in Section 2(a) of the Securities Act. This registration statement complies with the requirements that apply to an issuer that is an emerging growth company.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾⁽²⁾	Proposed Maximum Offering Price per Share ⁽³⁾	Proposed Maximum Aggregate Offering Price ⁽³⁾	Amount of Registration Fee ⁽³⁾
Common Stock, \$0.0001 par value per share	575,000	\$6.0454	\$3,476,105	\$448

- (1) Includes 75,000 shares the underwriters have the option to purchase to cover over-allotments, if any.
- (2) The Registrant is registering 575,000 shares pursuant to this Registration Statement, which shares are in addition to the 4,025,000 registered pursuant to the Form S-1 Registration Statement (File No. 333-195127).
- (3) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended. Proposed maximum aggregate offering price includes the aggregate offering price of shares that the underwriters have the option to purchase.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, CymaBay Therapeutics, Inc. (the “*Registrant*”) is filing this Registration Statement on Form S-1 (this “*Registration Statement*”) with the Securities and Exchange Commission (the “*Commission*”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-195127) (the “*Prior Registration Statement*”), which the Registrant originally filed with the Commission on July 17, 2014, and which the Commission declared effective on July 21, 2014.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock offered by the Registrant by 575,000 shares, 75,000 of which may be sold by the Registrant in the event the underwriters exercise their option to purchase additional shares of the Registrant’s common stock. The additional shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Newark, State of California, on July 21, 2014.

CYMABAY THERAPEUTICS, INC.

By: /s/ Harold Van Wart
Harold Van Wart
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Harold Van Wart</u> Harold Van Wart	Chief Executive Officer (<i>principal executive officer</i>)	July 21, 2014
<u>/s/ Sujal Shah</u> Sujal Shah	Chief Financial Officer (<i>principal financial and accounting officer</i>)	July 21, 2014
<u>*</u> Louis G. Lange, M.D., Ph.D.	Director	July 21, 2014
<u>*</u> Carl Goldfischer, M.D.	Director	July 21, 2014
<u>*</u> Hari Kumar, Ph.D.	Director	July 21, 2014
<u>*</u> Edward E. Penhoet, Ph.D.	Director	July 21, 2014
<u>*</u> Kurt von Emster, CFA	Director	July 21, 2014

*By: /s/ Harold Van Wart
Harold Van Wart
Attorney-in-Fact

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Cooley LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Cooley LLP (included in Exhibit 5.1).
24.1	Power of Attorney (incorporated by reference and filed with the SEC as Exhibit 24.1 to our Form S-1, filed with the SEC on April 8, 2014, SEC File No. 333-195127).



Matthew B. Hemington
T: +1 650 843 5062
hemingtonmb@cooley.com

July 21, 2014

CymaBay Therapeutics, Inc.
799 Gateway Blvd.
Suite 130
Newark, CA 94560

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by CymaBay Therapeutics, Inc. a Delaware corporation (the "**Company**"), of a Registration Statement on Form S-1 (the "**Registration Statement**") with the Securities and Exchange Commission pursuant to Rule 462(b) of Regulation C promulgated under the Securities Act of 1933, as amended, relating to an aggregate of 575,000 shares of common stock, par value \$0.0001 per share of the Company (the "**Shares**"), including 75,000 shares that may be sold pursuant to an over-allotment option granted to the underwriters. The Registration Statement incorporates by reference the Registration Statement on Form S-1 (No. 333-195127), declared effective on July 21, 2014 (the "**Prior Registration Statement**"), including the prospectus which forms a part of such Registration Statement (the "**Prospectus**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement, the Prior Registration Statement and related Prospectus, (b) the Company's Amended and Restated Certificate of Incorporation and Restated Bylaws, and (c) the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

We have assumed the genuineness and authenticity of all documents submitted to us as originals and the conformity to originals of all documents. As to certain factual matters, we have relied upon a certificate of officers of the Company and have not sought to independently verify such matters. Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware, as amended.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued as described in the Registration Statement and the related Prospectus, will be validly issued, fully paid and non-assessable.

FIVE PALO ALTO SQUARE, 3000 EL CAMINO REAL, PALO ALTO, CA 94306-2155 T: (650) 843-5000 F: (650) 849-7400
WWW.COOLEY.COM



CymaBay Therapeutics, Inc.
Page 2

We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus and to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Matthew B. Hemington
Matthew B. Hemington

FIVE PALO ALTO SQUARE, 3000 EL CAMINO REAL, PALO ALTO, CA 94306-2155 T: (650) 843-5000 F: (650) 849-7400
WWW.COOLEY.COM

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-1 of CymaBay Therapeutics, Inc. filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of our report dated March 31, 2014 included in Amendment No. 1 to the Registration Statement on Form S-1 of CymaBay Therapeutics, Inc. (File No. 333-195127), which was declared effective on July 21, 2014 by the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Redwood City, California
July 21, 2014