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

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): November 12, 2014**

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**CymaBay Therapeutics, Inc.**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36500**  
(Commission  
File Number)

**94-3103561**  
(IRS Employer  
Identification No.)

**7999 Gateway Blvd., Suite 130**  
**Newark, CA 94560**  
(Address of principal executive offices)

**(510) 293-8800**  
(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

On November 12, 2014, CymaBay Therapeutics, Inc. issued a press release announcing its financial results for the third quarter of 2014. A copy of the press release is attached as Exhibit 99.1.

The information in this Item 2.02 and the related Exhibit 99.1 is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section. The information in this Item 2.02 and the related Exhibit 99.1 shall not be incorporated by reference into any registration statement or other document filed with the Securities and Exchange Commission.

**Item 9.01. Financial Statements and Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release issued by CymaBay Therapeutics, Inc. on November 12, 2014, announcing financial results for the third quarter of 2014.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CymaBay Therapeutics, Inc.

By: /s/ Sujal Shah

Name: Sujal Shah

Title: Chief Financial Officer

Dated: November 12, 2014

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## Exhibit Index

Exhibit Number	Description
99.1	Press Release issued by CymaBay Therapeutics, Inc. on November 12, 2014, announcing financial results for the third quarter of 2014.

November 12, 2014



### **CymaBay Reports Third Quarter 2014 Financial Results**

Newark, CA, (November 12, 2014): - CymaBay Therapeutics, Inc. (NASDAQ: CBAY), a clinical-stage biopharmaceutical company located in the San Francisco Bay Area and focused on developing therapies to treat metabolic diseases with high unmet medical need, including serious rare and orphan disorders, today provided recent corporate highlights and announced financial results for the third quarter, 2014.

“Since CymaBay began operations as a public company in October 2013, we have made excellent progress in advancing the development of two of our clinical assets – arhalofenate and MBX-8025,” said Harold Van Wart, president and chief executive officer of CymaBay. “We are on track to read out important data from two Phase 2 studies with arhalofenate, and start a new clinical study with MBX-8025, in the first half of 2015.”

### **Recent Business Highlights**

#### ***Arhalofenate for Gout***

Arhalofenate is an oral, once-daily dual-acting drug candidate for gout that both lowers serum uric acid through a uricosuric effect and has an anti-inflammatory activity that suppresses flares.

- CymaBay initiated a Phase 2b flare study for arhalofenate in patients with gout in March 2014 and completed enrollment ahead of schedule in September 2014. The study is a randomized, double-blind, active and placebo-controlled study evaluating the efficacy and safety of arhalofenate for preventing gout flares. The study has enrolled over 225 patients that have experienced three or more flares in the prior twelve month period.
- An independent Data Monitoring Committee reviewed the interim safety data from the Phase 2b study in September and recommended that the study continue as planned. CymaBay expects to report top-line data for this study in the second quarter of 2015.
- In August, the company initiated a Phase 2 study of arhalofenate in combination with febuxostat in patients with gout to assess the potential for drug interaction as well as to assess the uric acid lowering when these drugs are administered together. CymaBay expects to report data from this study in the first quarter of 2015.

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### ***MBX-8025 for Rare, Orphan Diseases***

MBX-8025 is a potent, selective orally active PPAR- $\delta$  agonist with an anti-atherogenic lipid profile that may be useful in the treatment of a variety of rare and orphan diseases currently under evaluation.

- CymaBay has identified homozygous familial hypercholesterolemia (HoFH) as the first new indication for MBX-8025 and is planning a pilot Phase 2 study in Europe to start in the first half of 2015.

### ***Corporate Update***

- After successfully uplisting to NASDAQ, CymaBay raised an additional \$25 million in gross proceeds through a public offering of 4.6 million shares of common stock at \$5.50 per share in July 2014 to fund the development of MBX-8025 in rare and orphan diseases.
- Pursuant to a covenant requirement in CymaBay's loan security agreement entered into with Silicon Valley Bank and Oxford Finance LLC on September 30, 2013, the company also entered into an at-the-market facility on November 7, 2014, under a Form S-3 shelf registration statement filed with the Securities and Exchange Commission. CymaBay became Form S-3 eligible on November 1, 2014.

### **Third Quarter 2014 Financial Results**

- Cash, cash equivalents and marketable securities as of September 30, 2014, were \$42.6 million compared to \$23.6 million as of June 30, 2014. CymaBay believes that its current cash, cash equivalents and marketable securities are sufficient to fund operating expenses and capital expenditure requirements until at least the end of 2015.
- Research and development expenses were \$3.8 million in the third quarter of 2014 compared to \$4.1 million in the second quarter of 2014.
- G&A expenses in the third quarter of \$1.7 million were consistent with the \$1.7 million incurred in G&A in the second quarter of 2014.
- Net loss for the third quarter was \$6.0 million as compared to a net loss of \$3.2 million for the second quarter of 2014. The difference was primarily due to a non-cash gain of \$2.8 million in the second quarter compared to a non-cash loss of \$0.3 million in the third quarter of 2014 from the mark to market valuation of the company's warrant liability.

### **Anticipated Upcoming Milestones**

- CymaBay expects top line data from the Phase 2 drug interaction and uric acid lowering study of arhalofenate in combination with febuxostat in the 1Q 2015.
- CymaBay expects top line data from the Phase 2b flare study of arhalofenate in 2Q 2015.
- CymaBay expects to initiate the pilot Phase 2 study for MBX-8025 in HoFH in the 1H 2015.

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## Conference Call

CymaBay management will host a conference call today at 4:30 p.m. ET to discuss third quarter 2014 financial results and provide a business update. To access the live conference call, please dial (877) 407-8913 from the U.S. and Canada, or (201) 689-8201 internationally and refer to conference ID 13593925. A live webcast of the call can be accessed under the Investors section of the company's website at <http://ir.cymbabay.com/events>. A replay of the webcast will be available on the company's website for 14 days following the live event.

## About CymaBay

CymaBay Therapeutics is a clinical-stage biopharmaceutical company developing therapies to treat metabolic diseases with high unmet medical need, including serious rare and orphan disorders. Arhalofenate, the company's lead product candidate, has shown two therapeutic actions in a single drug in Phase 2a gout studies. In gout patients, arhalofenate is intended to prevent painful flares in joints while at the same time promoting excretion of serum uric acid (sUA) by the kidney, thereby addressing both the signs and symptoms of gout and the hyperuricemia that is the root cause of the disease. CymaBay is currently investigating arhalofenate in a 12-week Phase 2b clinical trial in patients with gout. The company's second product candidate, MBX-8025 is a potent, selective, orally active PPAR- $\delta$  agonist. A Phase 2 study of MBX-8025 in patients with mixed dyslipidemia established that it has an anti-atherogenic lipid profile that may be useful in the treatment of a variety of rare and orphan diseases currently under evaluation.

For additional information about CymaBay visit [www.cymbabay.com](http://www.cymbabay.com).

## Contact:

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## Forward Looking Statements

The statements in this press release discussing the timing of commencement of clinical trials, availability of clinical data and reporting of clinical data, including under the heading "Anticipated Upcoming Milestones," and statements about the sufficiency of CymaBay's financial resources to fund its operations through at least the end of 2015, are "forward-looking" statements that involve risks, uncertainties and assumptions, and actual results may differ substantially from those projected or expected in the forward-looking statements. These statements are based on estimates and information available to CymaBay at the time of this press release and are not guarantees of future performance. Actual results could differ materially from CymaBay's current expectations as a result of many factors including, but not limited to, CymaBay may experience unexpected delays, results or costs in clinical trials for a variety of reasons currently not anticipated by CymaBay. You should read CymaBay's Quarterly Report on Form 10-Q filed with the SEC on August 14, 2014, especially under the caption "Risk Factors,"

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which is available on the SEC web site at <http://www.sec.gov>, for a fuller discussion of these and other risks relating to an investment in CymaBay's common stock. CymaBay assumes no obligation for and does not intend to update these forward-looking statements, except as required by law.



**CymaBay Therapeutics, Inc.**  
**Unaudited Condensed Statements of Operations Data**  
*(in thousands, except share and per share data)*

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Operating expenses:				
Research and development	\$ 3,848	\$ 703	\$ 10,546	\$ 3,162
General and administrative	1,687	683	5,853	2,780
Total operating expenses	<u>5,535</u>	<u>1,386</u>	<u>16,399</u>	<u>5,942</u>
Loss from operations	(5,535)	(1,386)	(16,399)	(5,942)
Other (expense) income:				
Interest income	19	—	48	1
Interest expense	(191)	(219)	(565)	(640)
Other (expense) income, net	(254)	298	(2,279)	422
Net loss	<u>\$ (5,961)</u>	<u>\$ (1,307)</u>	<u>\$ (19,195)</u>	<u>\$ (6,159)</u>
Net (loss) income attributable to common stockholders	<u>\$ (5,961)</u>	<u>\$ 42,870</u>	<u>\$ (19,195)</u>	<u>\$ 16,478</u>
Basic net (loss) income per common share	<u>\$ (0.44)</u>	<u>\$ 422.95</u>	<u>\$ (1.72)</u>	<u>\$ 433.33</u>
Diluted net loss per common share	<u>\$ (0.44)</u>	<u>\$ (1.79)</u>	<u>\$ (1.72)</u>	<u>\$ (8.94)</u>
Weighted average common shares outstanding used to calculate basic net loss per common share	<u>13,468,081</u>	<u>101,358</u>	<u>11,148,695</u>	<u>38,027</u>
Weighted average common shares outstanding used to calculate diluted net loss per common share	<u>13,468,081</u>	<u>731,970</u>	<u>11,148,695</u>	<u>688,825</u>

**CymaBay Therapeutics, Inc.**  
**Condensed Balance Sheet Data**  
*(in thousands)*

	September 30, 2014 (unaudited)	December 31, 2013
Cash, cash equivalents and short-term investments	\$ 42,626	\$ 31,244
Working Capital	29,367	22,751
Total assets	44,649	32,500
Facility loan	4,705	4,481
Warrant Liability	8,766	6,466
Total liabilities	18,518	13,904
Common stock and additional paid-in capital	394,183	367,436
Total stockholders' equity	26,131	18,596