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

FORM 8-K

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

Date of Report (Date of earliest event reported): January 24, 2024

CymaBay Therapeutics, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36500
(Commission
File Number)

94-3103561
(IRS Employer
Identification No.)

**7575 Gateway Blvd., Suite 110
Newark, CA 94560**
(Address of principal executive offices)

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

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))

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock, \$0.0001 par value per share	CBAY	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 24, 2024, the Non-Employee Director Compensation Program of CymaBay Therapeutics, Inc. was amended to change the value of equity provided to Directors on an annual basis to an award valued at approximately \$250,000 and the value of equity provided to newly hired Directors to an award valued at approximately \$400,000. Attached as Exhibit 10.1 is a summary of the revised Non-Employee Director Compensation Program, which became effective on January 1, 2024.

On January 24, 2024, Daniel Menold ceased to be the principal accounting officer of CymaBay and Harish Shantharam became the principal accounting officer in addition to his role as principal financial officer and Chief Financial Officer. Mr. Menold continues to be an employee of CymaBay.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
10.1	<u>Non-Employee Director Compensation Program.</u>

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/ Paul Quinlan

Name: Paul Quinlan

Title: General Counsel

Dated: January 26, 2024

CymaBay Therapeutics, Inc.**Non-Employee Directors Compensation Program**

Our Non-Employee Director Compensation Program is intended to compensate our non-employee directors with a combination of cash and equity. Each non-employee director will receive an annual base cash retainer of \$40,000 for such service. The chairperson of our board of directors ("Board") (provided he or she is not an employee) will receive an additional annual base cash retainer of \$30,000 for this service. In addition, we intend to compensate the members of our Board for service on our committees as follows:

- The chairperson of our audit committee will receive an annual cash retainer of \$20,000 for this service, and each of the other members of the audit committee will receive an annual cash retainer of \$10,000.
- The chairperson of our compensation committee will receive an annual cash retainer of \$15,000 for such service, and each of the other members of the compensation committee will receive an annual cash retainer of \$7,500.
- The chairperson of our nominating and corporate governance committee will receive an annual cash retainer of \$10,000 for this service, and each of the other members of the nominating and corporate governance committee will receive an annual cash retainer of \$5,000.

Cash payments described above are paid quarterly.

Further, concurrently with the grants under our annual grant program for employees, each non-employee director is expected to be granted an annual equity award valued at approximately \$250,000. If a new board member joins our board of directors, the director is expected to be granted an initial equity award valued at approximately \$400,000. Annual equity awards and equity awards to new board members will be subject to vesting as determined by our Board or the compensation committee on the date of grant, generally vesting over 12 months for annual grants, and vesting over 36 months for initial grants.