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

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**SCHEDULE 14D-9**

**SOLICITATION/RECOMMENDATION STATEMENT  
UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 6)**

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**CymaBay Therapeutics, Inc.**  
(Name of Subject Company)

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**CymaBay Therapeutics, Inc.**  
(Name of Person Filing Statement)

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**Common Stock, par value \$0.0001 per share**  
(Title of Class of Securities)

**23257D103**  
(CUSIP Number of Class of Securities)

**Paul Quinlan  
General Counsel  
CymaBay Therapeutics, Inc.  
7601 Dumbarton Circle  
Fremont, California 94555  
(510) 293-8800**

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of the persons filing statement)

*With copies to:*

**Richard Hall  
Matthew L. Ploszek  
Cravath, Swaine & Moore LLP  
Worldwide Plaza  
825 8th Avenue  
New York, New York 10019  
(212) 474-1000**

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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This Amendment No. 6 to Schedule 14D-9 (this "Amendment") amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 previously filed by CymaBay Therapeutics, Inc., a Delaware corporation (the "Company"), with the U.S. Securities and Exchange Commission (the "SEC") on February 23, 2024 (together with any exhibits and annexes thereto and as amended or supplemented from time to time, the "Schedule 14D-9"). The Schedule 14D-9 relates to the cash tender offer by Pacific Merger Sub, Inc., a Delaware corporation ("Purchaser") and wholly owned subsidiary of Gilead Sciences, Inc., a Delaware corporation ("Parent"), disclosed in the Tender Offer Statement on Schedule TO (together with any exhibits and schedules thereto and as amended or supplemented from time to time, the "Schedule TO"), filed by Parent and Purchaser with the SEC on February 23, 2024, pursuant to which Purchaser has offered to purchase all of the issued and outstanding shares of the Company's common stock, par value \$0.0001 per share ("Shares"), other than any Excluded Shares, Shares held by the Company (including those held in the Company's treasury), and Shares held by Parent, Purchaser or any other wholly owned subsidiary of Parent, at a purchase price of \$32.50 per Share, net to the seller in cash, without interest and subject to any required withholding of taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated as of February 23, 2024, as amended or supplemented from time to time, and in the related Letter of Transmittal, copies of which were incorporated by reference into the Schedule 14D-9 as Exhibits (a)(1)(A) and (a)(1)(B), respectively. Capitalized terms used but not otherwise defined in this Amendment shall have the meanings ascribed to them in the Schedule 14D-9.

Except as set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to the items in this Amendment.

#### **ITEM 8. ADDITIONAL INFORMATION**

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by adding a new section titled "Expiration of the Offering Period" immediately before the section titled "Forward-Looking Statements" as follows:

"The Offer expired at one minute after 11:59 p.m., Eastern Time, on March 21, 2024. Equiniti Trust Company, LLC (formerly known as American Stock Transfer & Trust Company, LLC), in its capacity as depository and paying agent for the Offer (in such capacities, the "Depository") advised Purchaser that, as of the expiration of the Offer, a total of 93,682,371 Shares (excluding Shares with respect to which notices of guaranteed delivery were delivered) were validly tendered and not validly withdrawn, representing approximately 77.3% of the Shares outstanding as of the expiration of the Offer. In addition, the Depository advised Purchaser that notices of guaranteed delivery have been delivered with respect to 5,095,996 additional Shares, representing approximately 4.2% of the outstanding Shares as of the expiration of the Offer.

As of the expiration of the Offer, the number of Shares validly tendered and not validly withdrawn pursuant to the Offer satisfied the minimum tender condition set forth in the Merger Agreement, and all other conditions to the Offer were satisfied or waived. Immediately after the expiration of the Offer, Purchaser irrevocably accepted for payment, and will promptly (and in any event within three business days) pay for, all Shares tendered and not validly withdrawn pursuant to the Offer.

As a result of its acceptance of the Shares tendered pursuant to the Offer and in accordance with Section 251(h) of the DGCL, Purchaser owns a number of Shares that is greater than the percentage of Shares that would be required to adopt the Merger Agreement by a vote of the stockholders of the Company. Accordingly, pursuant to the Merger Agreement, Parent and Purchaser are expected to complete the acquisition of the Company on March 22, 2024 by consummating the Merger pursuant to the Merger Agreement without a vote of the Company's stockholders in accordance with Section 251(h) of the DGCL. At the Effective Time, each issued and outstanding Share (other than Excluded Shares, Tendered Shares and Dissenting Shares) will be converted into the right to receive the Offer Price, in cash, without interest, and subject to any required withholding of taxes.

Following the consummation of the Merger, the Shares will be delisted and will cease to trade on the NASDAQ Global Select Market. The Company and Parent intend to take steps to cause the termination of the registration of the Shares under the Exchange Act and suspend all of the Company's reporting obligations under the Exchange Act as promptly as practicable."

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 14D-9 is true, complete and correct.

CymaBay Therapeutics, Inc.

By: /s/ Paul Quinlan

Name: Paul Quinlan

Title: General Counsel

Dated: March 22, 2024