

# FORM 3

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

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or  
Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Versant Venture Capital II, LP		2. Date of Event Requiring Statement (Month/Day/Year) 10/11/2013	3. Issuer Name <b>and</b> Ticker or Trading Symbol CymaBay Therapeutics, Inc. [NONE]	
(Last) 3000 SAND HILL ROAD, BULIDING 4, SUITE 210	(First) (Middle)		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) _____ Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street) MENLO PARK, CA 94025			6. Individual or Joint/Group Filing(Check Applicable Line) ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)	<b>Table I - Non-Derivative Securities Beneficially Owned</b>			

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,020,127 <a href="#">(1)</a>	D <a href="#">(1)</a>	
Common Stock	19,358 <a href="#">(2)</a>	I <a href="#">(2)</a>	Versant Affiliates Fund II-A, L.P. <a href="#">(2)</a>
Common Stock	9,116 <a href="#">(3)</a>	I <a href="#">(3)</a>	Versant Side Fund II, L.P. <a href="#">(3)</a>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants (right to buy)	09/30/2013	09/30/2018	Common Stock	72,963 <a href="#">(1)</a>	\$ 5.75	D <a href="#">(1)</a>	
Warrants (right to buy)	09/30/2013	09/30/2018	Common Stock	1,384 <a href="#">(2)</a>	\$ 5.75	I <a href="#">(2)</a>	Versant Affiliates Fund II-A, L.P. <a href="#">(2)</a>
Warrants (right to buy)	09/30/2013	09/30/2018	Common Stock	652 <a href="#">(3)</a>	\$ 5.75	I <a href="#">(3)</a>	Versant Side Fund II, L.P.

## Reporting Owners

Reporting Owner Name / Address	Relationships
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	Director	10% Owner	Officer	Other
Versant Venture Capital II, LP 3000 SAND HILL ROAD BULIDING 4, SUITE 210 MENLO PARK, CA 94025		X		
Versant Affiliates Fund II-A, LP 3000 SAND HILL ROAD BULIDING 4, SUITE 210 MENLO PARK, CA 94025		X		
Versant Side Fund II, LP 3000 SAND HILL ROAD BULIDING 4, SUITE 210 MENLO PARK, CA 94025		X		

## Signatures

/s/ Robin L. Praeger, Attorney-in-fact		10/11/2013
<small>**Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The shares are held by Versant Venture Capital II, L.P. ("VVC II"). In their capacity as managing members of Versant Ventures II, LLC ("VV II") which is the general partner of VVC II, Brian G. Atwood, Ross A. Jaffe, M.D., Samuel D. Colella, Rebecca B. Robertson, Bradley J. Bolzon, Ph.D., William J. Link, Ph.D., Charles M. Warden, Barbara Lubash and Don Milder share voting and investment authority over the shares held by the VVC II and may be deemed to beneficially own the shares. Each of Brian G. Atwood, Ross A. Jaffe, M.D., Samuel D. Colella, Rebecca B. Robertson, Bradley J. Bolzon, Ph.D., William J. Link, Ph.D., Charles M. Warden, Barbara Lubash and Don Milder disclaim beneficial ownership of these shares except to the extent of his or her pecuniary interest therein.

The shares are held by Versant Affiliates Fund II-A, L.P. ("Affiliates II"). In their capacity as managing members of VV II which is the general partner of Affiliates II, Brian G. Atwood, Ross A. Jaffe, M.D., Samuel D. Colella, Rebecca B. Robertson, Bradley J. Bolzon, Ph.D., William J. Link, Ph.D., Charles M. Warden, Barbara Lubash and Don Milder share voting and investment authority over the shares held by Affiliates II and may be deemed to beneficially own the shares. Each of Brian G. Atwood, Ross A. Jaffe, M.D., Samuel D. Colella, Rebecca B. Robertson, Bradley J. Bolzon, Ph.D., William J. Link, Ph.D., Charles M. Warden, Barbara Lubash and Don Milder disclaim beneficial ownership of these shares except to the extent of his or her pecuniary interest therein.

The shares are held by Versant Side Fund II, L.P. ("Side Fund II"). In their capacity as managing members of VV II which is the general partner of Side Fund II, Brian G. Atwood, Ross A. Jaffe, M.D., Samuel D. Colella, Rebecca B. Robertson, Bradley J. Bolzon, Ph.D., William J. Link, Ph.D., Charles M. Warden, Barbara Lubash and Don Milder share voting and investment authority over the shares held by the Side Fund II and may be deemed to beneficially own the shares. Each of Brian G. Atwood, Ross A. Jaffe, M.D., Samuel D. Colella, Rebecca B. Robertson, Bradley J. Bolzon, Ph.D., William J. Link, Ph.D., Charles M. Warden, Barbara Lubash and Don Milder disclaim beneficial ownership of these shares except to the extent of his or her pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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