

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 * McWherter Charles | | 2. Date of Event Requiring Statement (Month/Day/Year) 10/11/2013 | 3. Issuer Name and Ticker or Trading Symbol CymaBay Therapeutics, Inc. [NONE] | |
| (Last) (First) (Middle) C/O CYMABAY THERAPEUTICS, INC., 3876 BAY CENTER PLACE | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner __X__ Officer (give title below) _____ Other (specify below) | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) HAYWARD, CA 94545 | Sr. Vice President | | 6. Individual or Joint/Group Filing(Check Applicable Line) __X__ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | Table I - Non-Derivative Securities Beneficially Owned | | | |

| 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) |
|---------------------------------|---|--|---|
| | | | |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | | | |
| Stock Option (right to buy) | (1) | 06/05/2018 | Common Stock | 5,660 | \$ 39.75 | D | |
| Stock Option (right to buy) | (2) | 01/10/2020 | Common Stock | 1,886 | \$ 15.9 | D | |
| Stock Option (right to buy) | (3) | 01/25/2022 | Common Stock | 2,515 | \$ 4.77 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McWherter Charles C/O CYMABAY THERAPEUTICS, INC. 3876 BAY CENTER PLACE HAYWARD, CA 94545 | | | Sr. Vice President | |

Signatures

| | | |
|--|--|---------------------|
| /s/ Brett White, by power of attorney | | 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).

- (1) The option became exercisable with respect to 25% of the underlying shares on the first anniversary of the vesting commencement date of July 23, 2007 and with respect to the remaining 75% of the underlying shares in equal monthly installments over the next three-year period.
- (2) The option vests in equal monthly installments over the four-year period, beginning on October 15, 2009.
- (3) The option vests in equal monthly installments over the four-year period, beginning on January 25, 2012.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Sujal Shah, Charles McWherter, Matthew Hemington and Brett White, signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

(1) execute for and on behalf of the undersigned, an officer, director or holder of 10% or more of a registered class of securities of CymaBay Therapeutics, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such forms or amendments with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact, or (c) as to any attorney-in-fact individually, until such attorney-in-fact shall no longer be employed by the Company or Cooley LLP, as the case may be.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of October, 2013.

/s/ Charles McWherter
Charles McWherter