FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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OMB APPROVAL

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

onses)									
Name and Address of Reporting Person McWherter Charles					Ü	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner			
(Last) (First) (Middle) C/O CYMABAY THERAPEUTICS, INC., 3876 BAY CENTER PLACE				ction		_X_ Officer (give title Other (specify below) below) Sr. Vice President			
(Street) HAYWARD, CA 94545				riginal		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting Person			
(State) (Zip)	Table I -	Non-Dei	riva	tive Secu	rities Acqui	ired, Disposed of, or l	Beneficially	Owned	
(Instr. 3) Date Execution (Month/Day/Year) any		tion Date, if Transaction Code			d (A) or d of (D)	Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D) or Indirect	Beneficial Ownership	
		Code	v	Amount	or (D) Price	` ′	(Instr. 4)		
n a separate line for e	ach class of securition	es benefic	Pe in	ersons v formatic equired t	on containe o respond	ed in this form are r	not	SEC 1474 (9-02)	
	ss of Reporting Persoles (First) (Middle THERAPEUTIC CENTER PLACI (Street) 94545 (State) (Zip) 2. Transaction Date (Month/Day/Year)	ss of Reporting Person 2. Issuer N Symbol CymaBay' (First) (Middle) THERAPEUTICS, CENTER PLACE (Street) 4. If Amendi Filed(Month/D 2. Transaction Date (Month/Day/Year) 2. A. Deemed Execution Date, if any (Month/Day/Year)	2. Issuer Name and Symbol CymaBay Therape (First) (Middle) CymaBay Therape THERAPEUTICS, CENTER PLACE (Street) 4. If Amendment, Dat Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transact Code (Instr. 8) Code (Instr. 8)	2. Issuer Name and Tick Symbol CymaBay Therapeutic Symbol CymaBay Therapeutic Interest Transaction (Month/Day/Year) 2. Issuer Name and Tick Symbol CymaBay Therapeutic Symbol CymaBay Therapeutic Interest Transaction (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Of Filed(Month/Day/Year) 4. If Amendment, Date Of Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date of Filed(Month/Day/Year) 2. Transaction Date of Earliest Transaction (Month/Day/Year) 2. Transaction Date of Earliest Transaction (Month/Day/Year) 2. Transaction Date of Filed(Month/Day/Year) 2. Transaction Date of Earliest Transaction (Month/Day/Year) 2. Transaction Date of Filed(Month/Day/Year) 2. Transaction Date of Filed(Month/Day/Year) 2. Transaction Date of Filed(Month/Day/Year)	2. Issuer Name and Ticker or Transporting Person 2. Issuer Name and Ticker or Transporting Person 3. Date of Earliest Transaction (Month/Day/Year) 10/31/2013 4. If Amendment, Date Original Filed(Month/Day/Year) 24. If Amendment, Date Original Filed(Month/Day/Year) 25. Transaction Date (Month/Day/Year) 26. Deemed Execution Date, if (Month/Day/Year) 27. Transaction Date (Month/Day/Year) 28. Deemed Execution Date, if Code (Instr. 8) 29. Code V Amount an a separate line for each class of securities beneficially owned Persons winformatic	2. Issuer Name and Ticker or Trading Symbol CymaBay Therapeutics, Inc. [NONE] (First) (Middle) CymaBay Therapeutics, Inc. [NONE] 3. Date of Earliest Transaction (Month/Day/Year) 10/31/2013 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date Original Filed(Month/Day/Year) 2. Transaction Date Original Filed(Month/Day/Year	2. Issuer Name and Ticker or Trading Symbol CymaBay Therapeutics, Inc. [NONE] (First) (Middle) THERAPEUTICS, CENTER PLACE (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) 2A. Deemed Execution Date (Month/Day/Year) (State) 2A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed by One Rep. Form filed by More than Code (Nonth/Day/Year) (State) 2A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 3) (A) (Instr. 3 and 4) (A) (Instr. 3 and 4) (Check all Director (Check all Director) A. Officer (give title below) Sr. Vice (A) (A) (A) (A) (A) (A) (A) (Instr. 3) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4)	2. Issuer Name and Ticker or Trading Symbol CymaBay Therapeutics, Inc. [NONE] 5. Relationship of Reporting Person 10% Or Issuer 10% Or	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Numb	er	Date Exe	rcisable and	7. Title and	Amount	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transac	tion	of		Expiration I	Date	of Underlyi	ng	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		Derivativ	ve	(Month/Day	/Year)	Securities		Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securitie	s			(Instr. 3 and	14)	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Acquired	d						Owned	Security:	(Instr. 4)
	Security					(A) or							Following	Direct (D)	
						Dispose	d of						Reported	or Indirect	i
						(D)							Transaction(s)	(I)	
						(Instr. 3,	, 4,						(Instr. 4)	(Instr. 4)	i
						and 5)									i
				Code	V	(A)	(D)	Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$ 5	10/31/2013		A		62,430			10/31/2023	Common Stock		\$0	62,430	D	

Reporting Owners

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

Signatures

/s/ Charles McWherter	11/01/2013
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) This option vests over a four-year period, with one-third of the shares subject to the Option vesting on the grant date of October 31, 2013, and the remaining 2/3 of the shares subject to the Option vesting ratably on a monthly basis over the next 48 months.

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.