

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN 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 * Van Wart Harold		2. Issuer Name and Ticker or Trading Symbol CymaBay Therapeutics, Inc. [NONE]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and CEO	
(Last) (First) (Middle) C/O CYMABAY THERAPEUTICS, INC., 3876 BAY CENTER PLACE		3. Date of Earliest Transaction (Month/Day/Year) 12/23/2013			
(Street) HAYWARD, CA 94545		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$ 30.21	12/23/2013		D	(1)		9,745	(1)	01/12/2014	Common Stock	9,745	(8)	0	D	
Stock Option (right to buy)	\$ 5	12/23/2013		A	(1)		9,745	(1)	12/22/2023	Common Stock	9,745	(8)	9,745	D	
Stock Option (right to buy)	\$ 30.21	12/23/2013		D	(2)		358		01/12/2004	Common Stock	358	(8)	0	D	
Stock Option (right to buy)	\$ 5	12/23/2013		A	(2)		358		01/12/2004	Common Stock	358	(8)	358	D	
Stock Option (right to buy)	\$ 30.21	12/23/2013		D	(3)		6,212	(3)	01/07/2015	Common Stock	6,212	(8)	0	D	
Stock Option (right to buy)	\$ 5	12/23/2013		A	(3)		6,212	(3)	12/22/2023	Common Stock	6,212	(8)	6,212	D	
Stock Option (right to buy)	\$ 62.8	12/23/2013		D	(4)		1,257	(4)	11/18/2015	Common Stock	1,257	(8)	0	D	
Stock Option (right to buy)	\$ 5	12/23/2013		A	(4)		1,257	(4)	12/22/2023	Common Stock	1,257	(8)	1,257	D	

Stock Option (right to buy)	\$ 39.75	12/23/2013		D ⁽⁵⁾		5,535	(5)	06/05/2018	Common Stock	5,535	(8)	0	D
Stock Option (right to buy)	\$ 5	12/23/2013		A ⁽⁵⁾	5,535		(5)	12/22/2023 ⁽⁵⁾	Common Stock	5,535	(8)	5,535	D
Stock Option (right to buy)	\$ 39.75	12/23/2013		D ⁽⁶⁾		1,493	06/05/2008	06/05/2018	Common Stock	1,493	(8)	0	D
Stock Option (right to buy)	\$ 5	12/23/2013		A ⁽⁶⁾	1,493		06/05/2008	12/22/2023 ⁽⁶⁾	Common Stock	1,493	(8)	1,493	D
Stock Option (right to buy)	\$ 15.9	12/23/2013		D ⁽⁷⁾		5,974	(7)	01/10/2020	Common Stock	5,974	(8)	0	D
Stock Option (right to buy)	\$ 5	12/23/2013		A ⁽⁷⁾	5,974		(7)	12/22/2023 ⁽⁷⁾	Common Stock	5,974	(8)	5,974	D
Stock Appreciation Right ⁽⁹⁾	\$ 5	12/23/2013		A	95,997		(9)	12/22/2023	Common Stock	95,997	\$ 0	95,997	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Van Wart Harold C/O CYMABAY THERAPEUTICS, INC. 3876 BAY CENTER PLACE HAYWARD, CA 94545	X		President and CEO	

Signatures

/s/ Sujal Shah, by power of attorney	12/27/2013
<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 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).

The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on January 12, 2004. The option became exercisable with respect to (1) 25% of the underlying shares on the first anniversary of the vesting commencement date of September 1, 2003 and with respect to the remaining 75% of the underlying shares in equal monthly installments over the next three-year period. The expiration date of the option was extended to December 22, 2023.

The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and (2) the grant of a replacement option. The option was originally granted on January 12, 2004. The expiration date of the option was extended to December 22, 2023.

The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on January 7, 2005. The option became exercisable in equal monthly installments over the four-year period, beginning on January 1, 2005. The expiration date of the option was extended to December 22, 2023.

The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on November 18, 2005. The option became exercisable in equal monthly installments over the four-year period, beginning on November 1, 2005. The expiration date of the option was extended to December 22, 2023.

The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and (5) the grant of a replacement option. The option was originally granted on June 5, 2008. The option became exercisable in equal monthly installments over the three-year period, beginning on June 5, 2008. The expiration date of the option was extended to December 22, 2023.

The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and (6) the grant of a replacement option. The option was originally granted on June 5, 2008. The expiration date of the option was extended to December 22, 2023.

The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and (7) the grant of a replacement option. The option was originally granted on January 10, 2010. The option vests in equal monthly installments over the four-year period, beginning on October 15, 2009. The expiration date of the option was extended to December 22, 2023.

(8) The reporting person agreed to cancellation of an "old" option, in exchange for a new option having a lower exercise price.

(9) This award was granted under the Issuer's 2013 Equity Incentive Plan and can be settled in cash or shares of the Issuer's common stock, at the sole discretion of the Issuer. The award vests in full on the two-year anniversary of the grant date.

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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