

FORM 4

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

OMB APPROVAL	
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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

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 * Boudes Pol F (Last) (First) (Middle) C/O CYMABAY THERAPEUTICS INC., 7999 GATEWAY BLVD., SUITE 130 (Street) NEWARK, CA 94560 (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol CymaBay Therapeutics, Inc. [CYMA]	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) Chief Medical Officer
3. Date of Earliest Transaction (Month/Day/Year) 04/15/2014		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

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)	\$ 7	04/15/2014		A		77,000		(1)	04/14/2024	Common Stock	77,000	\$ 0	77,000	D	
Stock Appreciation Right (2)	\$ 7	04/15/2014		A		26,000		(2)	04/14/2024	Common Stock	26,000	\$ 0	26,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boudes Pol F C/O CYMABAY THERAPEUTICS INC. 7999 GATEWAY BLVD., SUITE 130 NEWARK, CA 94560			Chief Medical Officer	

Signatures

/s/ Sujal Shah, by power of attorney	04/16/2014
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) The option vests over a four-year period, with 25% of the shares subject to the option vesting on the first anniversary of the grant date of April 15, 2014, and the remaining shares subject to the option vesting ratably on a monthly basis over the following 36 months.

This incentive award (the "Award") was granted under the Issuer's 2013 Equity Incentive Plan (the "Plan") and can be settled in cash or shares of the Issuer's common stock, at the sole discretion of the Issuer. The shares subject to the Award (the "Shares") will vest in full on the second anniversary of the date of grant, provided however, in the event the Issuer's stockholders approve an increase to the share

(2) reserve of the Plan, then 1/48 of the Shares shall vest and be exercisable (retroactive to the date of grant) each month as measured from the date of grant, subject to the Reporting Person's continuous service as of such date; provided, however, 100% of the Shares shall accelerate and be fully exercisable immediately prior to the consummation of any change of control.

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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