

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * GOLDFISCHER CARL			2. Issuer Name and Ticker or Trading Symbol CymaBay Therapeutics, Inc. [CBAY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/09/2015					
C/O CYMABAY THERAPEUTICS, INC., 7999 GATEWAY BLVD, SUITE 130								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
NEWARK, CA 94560								
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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)	Price			
Common Stock	09/09/2015		S		13	D	\$ 2.76 <a href="#">(1)</a>	28	I	By Bay City Capital LLC <a href="#">(2)</a>
Common Stock	09/09/2015		S		13,844	D	\$ 2.76 <a href="#">(1)</a>	29,980	I	By The Bay City Capital Fund II, L.P. <a href="#">(2)</a>
Common Stock	09/09/2015		S		905	D	\$ 2.76 <a href="#">(1)</a>	1,959	I	By The Bay City Capital Fund II Co-Investment Fund, L.P. <a href="#">(2)</a>
Common Stock	09/10/2015		S		15	D	\$ 2.71 <a href="#">(3)</a>	13	I	By Bay City Capital LLC <a href="#">(2)</a>
Common Stock	09/10/2015		S		15,474	D	\$ 2.71 <a href="#">(3)</a>	14,506	I	By The Bay City Capital Fund II, L.P. <a href="#">(2)</a>
Common Stock	09/10/2015		S		1,011	D	\$ 2.71 <a href="#">(3)</a>	948	I	By The Bay City Capital Fund II Co-Investment Fund, L.P. <a href="#">(2)</a>
Common Stock	09/11/2015		S		13	D	\$ 2.77 <a href="#">(4)</a>	0	I	By Bay City Capital LLC <a href="#">(2)</a>
Common Stock	09/11/2015		S		14,506	D	\$ 2.76 <a href="#">(5)</a>	0	I	By The Bay City Capital Fund II, L.P. <a href="#">(2)</a>
									I	By The Bay City Capital

Common Stock	09/11/2015		S	948	D	\$ 2.76 (5)	0	I	Fund II Co- Investment Fund, L.P. (2)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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. SEC 1474 (9-02)

**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)				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					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDFISCHER CARL C/O CYMABAY THERAPEUTICS, INC. 7999 GATEWAY BLVD, SUITE 130 NEWARK, CA 94560	X			

## Signatures

/s/ Sujal Shah, by power of attorney		09/11/2015
<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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.70 to \$2.83, inclusive. The (1) Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

The Reporting Person is a managing director of Bay City Capital LLC, The Bay City Capital Fund II, L.P. and The Bay City Capital Fund II Co-Investment Fund, L.P (collectively the "Bay City Capital Funds"), and has voting and investment control over the shares owned by the Bay City Capital Funds. The Reporting Person disclaims beneficial ownership of the shares owned by the Bay City Capital Funds except to the extent of his pecuniary interest therein.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.66 to \$2.77, inclusive. The (3) Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.69 to \$2.80, inclusive. The (4) Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.64 to \$2.82, inclusive. The (5) Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

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.