

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 * ALTA BIOPHARMA PARTNERS III LP		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) ONE EMBARCADERO CENTER, SUITE 3700			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) _____ Other (specify below)	
(Street) SAN FRANCISCO, CA 94111			5. If Amendment, Date Original Filed(Month/Day/Year)	
(City) (State) (Zip)	6. Individual or Joint/Group Filing(Check Applicable Line) ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			

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)
Common Stock	64,501 (1)	I	Alta BioPharma Partners III GmbH & Co. Beteiligungs KG (1)
Common Stock	960,433 (2)	D	
Common Stock	23,668 (3)	I	Alta Embarcadero BioPharma Partners III, LLC (3)

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			
Warrants (right to buy)	09/30/2013	09/30/2018	Common Stock	4,613 (1)	\$ 5.75	I	Alta BioPharma Partners III GmbH & Co. Beteiligungs KG (1)
Warrants (right to buy)	09/30/2013	09/30/2018	Common Stock	68,693 (2)	\$ 5.75	D	
Warrants (right to buy)	09/30/2013	09/30/2018	Common Stock	1,692 (3)	\$ 5.75	I	Alta Embarcadero BioPharma Partners III, LLC (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALTA BIOPHARMA PARTNERS III LP ONE EMBARCADERO CENTER SUITE 3700 SAN FRANCISCO, CA 94111		X		
ALTA BIOPHARMA PARTNERS III GMBH & CO BETEILIGUNGS KG ONE EMBARCADERO CENTER SUITE 3700 SAN FRANCISCO, CA 94111		X		
ALTA EMBARCADERO BIOPHARMA PARTNERS III LLC ONE EMBARCADERO CENTER SUITE 3700 SAN FRANCISCO, CA 94111		X		

Signatures

/s/ Edward E. Penhoet		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).

The securities are held by Alta BioPharma Partners III GmbH & Co. Beteiligungs KG ("ABP III KG"). Alta BioPharma Management

- (1) Partners III, LLC ("ABMP") is the managing imited partner of ABP III KG. ABMP disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.
- (2) The securities are held by Alta BioPharma Partners III, L.P. ("ABP III"). ABMP is the general partner of ABP III. ABMP disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.
- (3) The securities are held by Alta Embarcadero BioPharma Partners III, LLC ("AEBP III"). ABMP is the manager of AEBP III. ABMP disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.

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.