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

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

# Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response. 0.5

# 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) 5. Relationship of Reporting Person(s) to Issuer 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person \* (Check all applicable) Weiland Robert J. CymaBay Therapeutics, Inc. [CBAY] 10% Owner (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Other (specify below) C/O CYMABAY THERAPEUTICS, INC., 7999 01/24/2018 GATEWAY BOULEVARD 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by More than One Reporting Person NEWARK, CA 94560 (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security 2. Transaction 2A. Deemed Transaction 4. Securities Acquired 5. Amount of Securities Beneficially 7. Nature (Instr. 3) Date Execution Date, if Code (A) or Disposed of (D) Owned Following Reported Ownership of Indirect (Instr. 8) (Month/Day/Year) any (Instr. 3, 4 and 5) Transaction(s) Form: Beneficial (Month/Day/Year Direct (D) (Instr. 3 and 4) Ownership or Indirect (Instr. 4) (A) or (I) Code (Ď) (Instr. 4) Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information SEC 1474 (9-02) contained in this form are not required to respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 11. Nature Derivative Derivative Conversion Date Execution Date, if Transaction Expiration Date Amount of Derivative Ownership of Indirect Underlying Security or Exercise (Month/Day/Year Code Derivative (Month/Day/Year) Security Securities Form of Beneficial (Month/Day/Year) (Instr. 5) Beneficially (Instr. 3) Price of (Instr. 8) Securities Securities Derivative Ownership Acquired Derivative (Instr. 3 and 4) Owned Security: Instr. 4) Security (A) or Following Direct (D) Disposed of Reported or Indirect (D) Transaction(s) (T) (Instr 4) (Instr 3 4 (Instr. 4) and 5) Amount Date Expiration Title Number Exercisable Date Code (A) Shares Stock Option (1) \$ 11.69 01/24/2018 16,000 01/23/2028 16,000 D 16,000 \$ 0 A (right to Stock buy)

## **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weiland Robert J. C/O CYMABAY THERAPEUTICS, INC. 7999 GATEWAY BOULEVARD NEWARK, CA 94560	X			

## **Signatures**

/s/ Sujal Shah, as attorney-in-fact	01/26/2018
**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 as to 1/12 of the underlying shares monthly beginning January 1, 2018.

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.