

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

(Print or Type Responses)

1. Name and Address of Reporting Person <b>GOLDFISCHER CARL</b> <small>(Last) (First) (Middle)</small>		2. Issuer Name and Ticker or Trading Symbol <b>CymaBay Therapeutics, Inc. [CBAY]</b>		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)	
C/O CYMABAY THERAPEUTICS, INC., 7999 GATEWAY BOULEVARD <small>(Street)</small>		3. Date of Earliest Transaction (Month/Day/Year) 03/22/2018			
NEWARK, CA 94560 <small>(City) (State) (Zip)</small>		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	

**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)	Price			
Common Stock	03/22/2018		M		9,340	A	\$ 5	9,340	D	
Common Stock	03/22/2018		M		5,660	A	\$ 5.5	15,000	D	
Common Stock	03/22/2018		S		15,000	D	\$ 13.025 <a href="#">(1)</a>	0	D	

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

SEC 1474 (9-02)

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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		Date Exercisable	Expiration Date						
Stock Option (right to buy)	\$ 5	03/22/2018		M		6,470	<a href="#">(2)</a>	10/30/2023	Common Stock	6,470	\$ 0	0	D	
Stock Option (right to buy)	\$ 5	03/22/2018		M		2,870	<a href="#">(2)</a>	01/05/2024	Common Stock	2,870	\$ 0	0	D	
Stock Option (right to buy)	\$ 5.5	03/22/2018		M		5,660	<a href="#">(3)</a>	06/27/2027	Common Stock	5,660	\$ 0	9,340	D	

## Reporting Owners

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

## Signatures

/s/ Sujal Shah, as attorney-in-fact	03/23/2018
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## 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. The shares were sold in multiple transactions at prices ranging from \$13.00 to \$13.15, inclusive. The reporting person (1) undertakes to provide to CymaBay Therapeutics, Inc., any security holder of CymaBay Therapeutics, Inc., 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 set forth in this footnote.

(2) Fully vested.

(3) The option vests as to 1/12 of the underlying shares monthly from June 1, 2017.

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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