



DIVISION OF  
CORPORATION FINANCE

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

August 12, 2021

Sean A. McCarthy, D.Phil.  
President and Chief Executive Officer  
CytomX Therapeutics, Inc.  
151 Oyster Point Blvd., Suite 400  
South San Francisco, CA 94080

**Re: CytomX Therapeutics, Inc.**  
**Registration Statement on Form S-3**  
**Filed August 5, 2021**  
**File No. 333-258510**

Dear Dr. McCarthy:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Deanna Virginio at 202-551-4530 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: Mark V. Roeder, Esq.