
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CYMABAY THERAPEUTICS, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-3103561
(I.R.S. Employer
Identification No.)

7999 Gateway Blvd., Suite 130
Newark, CA 94560
(Address of principal executive offices) (Zip code)

CymaBay Therapeutics, Inc. 2013 Equity Incentive Plan
(Full title of the plan)

Harold Van Wart
President and Chief Executive Officer
CymaBay Therapeutics, Inc.
7999 Gateway Blvd., Suite 130
Newark, CA 94560
(510) 293-8800
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

Matthew B. Hemington
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	1,172,350 shares	\$4.025	\$4,718,709	\$547

- (1) Represents additional shares of the Registrant's common stock, par value \$0.0001 (the "**Common Stock**") issuable under the Registrant's 2013 Equity Incentive Plan (the "**Plan**") by reason of the automatic share increase provision of the Plan. Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "**Securities Act**"). This Registration Statement shall also cover any additional shares of Common Stock that become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price is based upon \$4.025, which is the average of the high and low selling prices of the Registrant's Common Stock as reported on the NASDAQ Capital Market on March 20, 2017.
-
-

EXPLANATORY NOTE

CymaBay Therapeutics, Inc. (the “*Registrant*”) is filing this Registration Statement on Form S-8 for the purpose of registering an additional 1,172,350 shares of its Common Stock, issuable to eligible persons under the CymaBay Therapeutics, Inc. 2013 Equity Incentive Plan (“*2013 Plan*”), which Common Stock is in addition to the shares of Common Stock previously registered on the following Form S-8s (collectively, the “*Prior Form S-8s*”):

- the Registrant’s Form S-8 filed on April 11, 2014 (File No. 333-195211);
- the Registrant’s Form S-8 filed on August 21, 2014 (File No. 333-198289);
- the Registrant’s Form S-8 filed on March 23, 2015 (File No. 333-202941); and
- the Registrant’s Form S-8 filed on March 29, 2016 (File No. 333-210453)

Pursuant to General Instruction E to Form S-8, the contents of the Prior Form S-8s are incorporated herein by reference and made a part hereof.

PART II

ITEM 8. EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
4.1(1)	Amended and Restated Certificate of Incorporation of the Registrant.
4.2(2)	Amended and Restated Bylaws of the Registrant.
4.3(3)	Form of Registration Rights Agreement
4.4(4)	Form of 2013 Financing Warrant.
4.5(5)	Amendment No. 1 to Registration Rights Agreement.
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (included in Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on the signature page of this Form S-8).
99.1(6)	2013 Equity Incentive Plan
99.2(7)	Form of Option Grant Notice and Option Agreement under the 2013 Equity Incentive Plan
99.3(8)	Form of Incentive Award Grant Notice under the 2013 Equity Incentive Plan
(1)	Previously filed as Exhibit 3.1 to the Registrant’s Amendment No. 2 to Registration Statement on Form 10/A (File No. 000-55021), filed with the Commission on October 17, 2013, and incorporated by reference herein.
(2)	Previously filed as Exhibit 3.2 to the Registrant’s Amendment No. 2 to Registration Statement on Form 10/A (File No. 000-55021), filed with the Commission on October 17, 2013, and incorporated by reference herein.
(3)	Previously filed as Exhibit 4.2 to the Registrant’s Amendment No. 2 to Registration Statement on Form 10/A (File No. 000-55021), filed with the Commission on October 17, 2013, and incorporated by reference herein.

-
- (4) Previously filed as Exhibit 4.3 to the Registrant's Amendment No. 2 to Registration Statement on Form 10/A (File No. 000-55021), filed with the Commission on October 17, 2013, and incorporated by reference herein.
 - (5) Previously filed as Exhibit 4.4 to the Registrant's Annual Report on Form 10-K (File No. 000-55021), filed with the Commission on March 31, 2014, and incorporated by reference herein.
 - (6) Previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 000-55021), filed with the Commission on June 6, 2014, and incorporated by reference herein.
 - (7) Previously filed as Exhibit 10.26 to the Registrant's Amendment No. 2 to Registration Statement on Form 10/A (File No. 000-55021), filed with the Commission on October 17, 2013, and incorporated by reference herein.
 - (8) Previously filed as Exhibit 10.22 to the Registrant's Form 10-K, (File No. 000-55021) filed with the SEC on March 31, 2014.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Newark, State of California, on this 23rd day of March, 2017.

CYMABAY THERAPEUTICS, INC.

By: /s/ Harold Van Wart

Harold Van Wart

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Harold Van Wart and Sujal Shah, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Harold Van Wart</u> Harold Van Wart	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 23, 2017
<u>/s/ Sujal Shah</u> Sujal Shah	Chief Financial Officer and Secretary <i>(Principal Financial and Accounting Officer)</i>	March 23, 2017
<u>/s/ Robert J. Wills</u> Robert J. Wills	Director	March 23, 2017
<u>/s/ Carl Goldfischer</u> Carl Goldfischer	Director	March 23, 2017
<u>/s/ Robert Booth</u> Robert Booth	Director	March 23, 2017
<u>/s/ Kurt von Emster</u> Kurt von Emster	Director	March 23, 2017
<u>/s/ Caroline Loewy</u> Caroline Loewy	Director	March 23, 2017
<u>/s/ Evan A Stein</u> Evan A. Stein	Director	March 23, 2017
<u>/s/ Paul F. Truex</u> Paul F. Truex	Director	March 23, 2017
<u>/s/ Robert J. Weiland</u> Robert J. Weiland	Director	March 23, 2017

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1(1)	Amended and Restated Certificate of Incorporation of the Registrant.
4.2(2)	Amended and Restated Bylaws of the Registrant.
4.3(3)	Form of Registration Rights Agreement
4.4(4)	Form of 2013 Financing Warrant.
4.5(5)	Amendment No. 1 to Registration Rights Agreement.
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (included in Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on the signature page of this Form S-8).
99.1(6)	2013 Equity Incentive Plan
99.2(7)	Form of Option Grant Notice and Option Agreement under the 2013 Equity Incentive Plan
99.3(8)	Form of Incentive Award Grant Notice under the 2013 Equity Incentive Plan
<hr/>	
(1)	Previously filed as Exhibit 3.1 to the Registrant's Amendment No. 2 to Registration Statement on Form 10/A (File No. 000-55021), filed with the Commission on October 17, 2013, and incorporated by reference herein.
(2)	Previously filed as Exhibit 3.2 to the Registrant's Amendment No. 2 to Registration Statement on Form 10/A (File No. 000-55021), filed with the Commission on October 17, 2013, and incorporated by reference herein.
(3)	Previously filed as Exhibit 4.2 to the Registrant's Amendment No. 2 to Registration Statement on Form 10/A (File No. 000-55021), filed with the Commission on October 17, 2013, and incorporated by reference herein.
(4)	Previously filed as Exhibit 4.3 to the Registrant's Amendment No. 2 to Registration Statement on Form 10/A (File No. 000-55021), filed with the Commission on October 17, 2013, and incorporated by reference herein.
(5)	Previously filed as Exhibit 4.4 to the Registrant's Annual Report on Form 10-K (File No. 000-55021), filed with the Commission on March 31, 2014, and incorporated by reference herein.
(6)	Previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 000-55021), filed with the Commission on June 6, 2014, and incorporated by reference herein.
(7)	Previously filed as Exhibit 10.26 to the Registrant's Amendment No. 2 to Registration Statement on Form 10/A (File No. 000-55021), filed with the Commission on October 17, 2013, and incorporated by reference herein.
(8)	Previously filed as Exhibit 10.22 to the Registrant's Form 10-K, (File No. 000-55021) filed with the SEC on March 31, 2014.



Seth Gottlieb
T: +1 650 843 5864
sgottlieb@cooley.com

March 23, 2017

CymaBay Therapeutics, Inc.
7999 Gateway Blvd., Suite 130
Newark, CA 94560

Ladies and Gentlemen:

We have acted as counsel with respect to certain matters in connection with the filing by CymaBay Therapeutics, Inc., a Delaware corporation (the "**Company**"), of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission, covering the offering of up to 1,172,350 shares of the Company's Common Stock, \$0.0001 par value (the "**Shares**"), pursuant to the Company's 2013 Equity Incentive Plan (the "**2013 Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, as currently in effect and (c) the 2013 Plan and such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state antifraud law, rule or regulation relating to securities, or to the sale or issuance thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the 2013 Plan, the Registration Statement, and related prospectuses, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Seth Gottlieb
Seth Gottlieb

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2013 Equity Incentive Plan of CymaBay Therapeutics, Inc. of our report dated March 23, 2017, with respect to the financial statements of CymaBay Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Redwood City, California
March 23, 2017