

**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)

**Sujal Shah**  
**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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1) (3)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee

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Common Stock, par value \$0.0001 per share	1,500,000 shares	\$11.105	\$16,657,500.00	\$2,073.86
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- (1) Pursuant to Rule 416(a) under 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 \$11.105, 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 August 3, 2018.
  - (3) Represents 1,500,000 shares of Common Stock added to the Company’s 2013 Equity Incentive Plan.
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## EXPLANATORY NOTE

CymaBay Therapeutics, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-8 for the purpose of registering an additional 1,500,000 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);
- the Registrant’s Form S-8 filed on March 29, 2016 (File No. 333-210453);
- the Registrant’s Form S-8 filed on March 23, 2017 (File No. 333-216905); and
- the Registrant’s Form S-8 filed on March 15, 2018 (File No. 333-223687).

## PART II

### ITEM 3. INCORPORATION BY REFERENCE

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.

The following documents filed by the Registrant with the Securities and Exchange Commission are incorporated by reference into this Registration Statement:

- a) The Registrant’s Annual Report on Form 10-K filed on March 15, 2018, under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (File No. 001-36500).
- b) The Registrant’s Quarterly Report on Form 10-Q filed on May 8, 2018, under the Exchange Act (File No. 001-36500).
- c) The Registrant’s Quarterly Report on Form 10-Q filed on August 9, 2018, under the Exchange Act (File No. 001-36500).
- d) The Registrant’s Current Reports on Form 8-K filed on January 12, 2018, January 30, 2018, April 20, 2018, and June 7, 2018 under the Exchange Act (File No. 001-36500).
- e) The description of the Registrant’s common stock contained in the Registrant’s Form 8-A filed on June 16, 2014, including any amendment or report filed for the purpose of updating such description.
- f) All documents, reports and definitive proxy or information statements filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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**ITEM 8. EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
4.1(1)	<a href="#"><u>Amended and Restated Certificate of Incorporation of the Registrant.</u></a>
4.2(2)	<a href="#"><u>Amended and Restated Bylaws of the Registrant.</u></a>
4.3(3)	<a href="#"><u>Form of Registration Rights Agreement</u></a>
4.4(4)	<a href="#"><u>Form of 2013 Financing Warrant.</u></a>
4.5(5)	<a href="#"><u>Amendment No. 1 to Registration Rights Agreement.</u></a>
5.1	<a href="#"><u>Opinion of Cooley LLP.</u></a>
23.1	<a href="#"><u>Consent of Cooley LLP (included in Exhibit 5.1).</u></a>
23.2	<a href="#"><u>Consent of Independent Registered Public Accounting Firm.</u></a>
24.1	<a href="#"><u>Power of Attorney (included on the signature page of this Form S-8).</u></a>
99.1(6)	<a href="#"><u>2013 Equity Incentive Plan</u></a>
99.2(7)	<a href="#"><u>Form of Option Grant Notice and Option Agreement under the 2013 Equity Incentive Plan</u></a>
99.3(8)	<a href="#"><u>Form of Incentive Award Grant Notice under the 2013 Equity Incentive Plan</u></a>

  

(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. 000-36500), filed with the Commission on June 7, 2018, 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.

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**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 9th day of August, 2018.

**CYMABAY THERAPEUTICS, INC.**

By: /s/ Sujal Shah

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Sujal Shah  
President and Chief Executive Officer





Matthew B. Hemington  
+1 650 843 5062  
hemingtonmb@cooley.com

August 9, 2018

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

Ladies and Gentlemen:

We have acted as counsel to CymaBay Therapeutics, Inc., a Delaware corporation (the "*Company*") in connection with the filing of a Registration Statement on Form S-8 (the "*Registration Statement*") with the U.S. Securities and Exchange Commission covering the offering of up to 1,500,000 shares of the Company's Common Stock, par value \$0.0001 per share (the "*2013 Shares*"), issuable pursuant to the Company's Amended and Restated 2013 Equity Incentive Plan, as amended (the "*2013 EIP*").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the 2013 EIP, (c) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect and (d) the originals or copies certified to our satisfaction of such other records, documents, 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, and the conformity to originals of all documents submitted to us as copies 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 to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the 2013 Shares, when sold and issued in accordance with the 2013 EIP, the Registration Statement and related prospectus, 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.

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Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130  
t: (650) 843-5000 f: (650) 849-7400 cooley.com



CymaBay Therapeutics, Inc.  
August 9, 2018  
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Very truly yours,

**COOLEY LLP**

By: /s/ Matthew B. Hemington  
Matthew B. Hemington

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130  
t: (650) 843-5000 f: (650) 849-7400 cooley.com



**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2013 Equity Incentive Plan of CymaBay Therapeutics, Inc. of our report dated March 15, 2018, with respect to the financial statements of CymaBay Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California

August 9, 2018