
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): October 24, 2018

CymaBay Therapeutics, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36500
(Commission
File Number)

94-3103561
(IRS Employer
Identification No.)

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

(510) 293-8800
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 1.02. Termination of a Material Definitive Agreement.

On October 24, 2018, CymaBay Therapeutics, Inc. (“CymaBay”) received notice from Kowa Pharmaceuticals America, Inc. (“Kowa”) that Kowa was terminating the Exclusive License Agreement dated December 30, 2016, between CymaBay and Kowa (the “License Agreement”). In the License Agreement CymaBay granted to Kowa an exclusive license to certain patent rights and technology related to arhalofenate, CymaBay’s product candidate for the treatment of gout. The license covered the development and commercialization of the licensed technology in the United States (including all possessions and territories). The termination will be effective on January 22, 2019. There are no termination or other payments due to CymaBay as a result of the termination.

Arhalofenate is a Phase 3 ready, dual-acting anti-inflammatory and uricosuric drug candidate that had been in development as a combination with febuxostat for patients with gout. CymaBay does not have any current plans to initiate Phase 3 development of arhalofenate in gout as a result of regaining the U.S. rights to the program.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CymaBay Therapeutics, Inc.

By: /s/ Paul Quinlan

Name: Paul Quinlan

Title: General Counsel

Dated: October 30, 2018