

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>LAWLOR AUGUSTINE</u>  (Last) (First) (Middle) 47 THORNDIKE STREET SUITE B1-1  (Street) CAMBRIDGE MA 02141  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CATALYST BIOSCIENCES, INC. [ CBIO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/20/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  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	08/20/2015		J <sup>(1)</sup>		1,041,024	A	(1)	1,041,024	I	By HealthCare Ventures VIII, L.P. <sup>(2)</sup>

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrant (Right to Buy)	\$33.27	08/20/2015		J <sup>(3)</sup>		2,254		(3)	04/09/2019	Common Stock	2,254	(3)	2,254	I	By HealthCare Ventures VIII, L.P. <sup>(2)</sup>
Warrant (Right to Buy)	\$3.33	08/20/2015		J <sup>(4)</sup>		11,383		(4)	05/29/2020	Common Stock	11,383	(4)	11,383	I	By HealthCare Ventures VIII, L.P. <sup>(2)</sup>
Warrant (Right to Buy)	\$3.33	08/20/2015		J <sup>(5)</sup>		14,056		(5)	06/29/2020	Common Stock	14,056	(5)	14,056	I	By HealthCare Ventures VIII, L.P. <sup>(2)</sup>

**Explanation of Responses:**

- Represents shares of the Issuer issued pursuant to that certain Agreement and Plan of Merger (the "Merger Agreement"), dated as of March 5, 2015 as amended on May 6 and May 13, 2015, by and among the Issuer, Talos Merger Sub, Inc. and a Delaware corporation then known as Catalyst Biosciences, Inc. ("Old Catalyst"). Pursuant to the terms of the Merger Agreement, each share of common stock of Old Catalyst was converted into 0.0382 shares of the Issuer's common stock.
- HealthCare Ventures VIII, L.P. ("HCVVIII") is the registered owner of the securities. The Reporting Person is a managing director of HealthCare Partners VIII, LLC ("HCPVIII LLC"), the General Partner of HealthCare Partners VIII, L.P. ("HCPVIII"). HCPVIII is the General Partner of HCVVIII. The Reporting Person shares voting and investment power over the shares held by HCVVIII with each of Christopher Mirabelli, James Cavanaugh, John Littlechild and Harold Werner as managing directors of HCPVIII LLC. The Reporting Person disclaims beneficial ownership of those securities in which he does not have a pecuniary interest and this report shall not be deemed an admission that he is the beneficial owner of these securities for purposes of Section 16, except to the extent of his pecuniary interest therein.
- On April 9, 2014, HCVVIII acquired a warrant to purchase 59,027 shares of the Series E Preferred Stock of Old Catalyst at an exercise price of \$1.2706 per share. Each share of Series E Preferred Stock of Old Catalyst was convertible into 1 share of common stock of Old Catalyst. Pursuant to the Merger Agreement, this warrant was converted into a warrant to purchase 2,254 shares of the Catalyst's common stock at a per share exercise price of \$33.27. The warrant is fully vested and exercisable.
- On May 29, 2015, HCVVIII acquired a warrant to purchase 29,800 shares of the Series F Preferred Stock of Old Catalyst at an exercise price of \$1.2706 per share. Each share of Series F Preferred Stock of Old Catalyst was convertible into 10 shares of common stock of Old Catalyst. Pursuant to the Merger Agreement, this warrant was converted into a warrant to purchase 11,383 shares of the Catalyst's common stock at a per share exercise price of \$3.33. The warrant is fully vested and exercisable.
- On June 29, 2015, HCVVIII acquired a warrant to purchase 36,796 shares of the Series F Preferred Stock of Old Catalyst at an exercise price of \$1.2706 per share. Each share of Series F Preferred Stock of Old Catalyst was convertible into 10 shares of common stock of Old Catalyst. Pursuant to the Merger Agreement, this warrant was converted into a warrant to purchase 14,056 shares of the Catalyst's common stock at a per share exercise price of \$3.33. The warrant is fully vested and exercisable.

**Remarks:**

/s/ Nassim Usman Attorney-in-Fact for Augustine Lawlor 08/20/2015

\*\* Signature of Reporting Person Date

\* 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).

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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