

**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>Himawan Jeff</u>  (Last) (First) (Middle) 260 LITTLEFIELD AVENUE  (Street) SOUTH SAN FRANCISCO CA 94080  (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 <input checked="" type="checkbox"/> 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)	

**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>		1,068,790	A	(1)	1,068,790	I	By Essex Woodlands Health Ventures Fund VIII, L.P. <sup>(2)(3)</sup>
Common Stock	08/20/2015		J <sup>(1)</sup>		77,059	A	(1)	1,145,849	I	By Essex Woodlands Health Ventures Fund VIII-A, L.P. <sup>(2)(3)</sup>
Common Stock	08/20/2015		J <sup>(1)</sup>		33,503	A	(1)	1,179,352	I	By Essex Woodlands Health Ventures Fund VIII-B, L.P. <sup>(2)(3)</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>(4)</sup>		3,065		(4)	04/09/2019	Common Stock	3,065	(4)	3,065	I	By Essex Woodlands Health Ventures Fund VIII, L.P. <sup>(2)(3)</sup>
Warrant (Right to Buy)	\$33.27	08/20/2015		J <sup>(5)</sup>		220		(5)	04/09/2019	Common Stock	220	(5)	220	I	By Essex Woodlands Health Ventures Fund VIII-A, L.P. <sup>(2)(3)</sup>
Warrant (Right to Buy)	\$33.27	08/20/2015		J <sup>(6)</sup>		96		(6)	04/09/2019	Common Stock	96	(6)	96	I	By Essex Woodlands Health Ventures Fund VIII-B, L.P. <sup>(2)(3)</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	Amount or Number of Shares				
Warrant (Right to Buy)	\$3.33	08/20/2015		J <sup>(7)</sup>		17,757		(7)	05/29/2020	Common Stock	17,757	(7)	17,757	I	By Essex Woodlands Health Ventures Fund VIII, L.P. <sup>(2)(3)</sup>
Warrant (Right to Buy)	\$3.33	08/20/2015		J <sup>(8)</sup>		1,280		(8)	05/29/2020	Common Stock	1,280	(8)	1,280	I	By Essex Woodlands Health Ventures Fund VIII-A, L.P. <sup>(2)(3)</sup>
Warrant (Right to Buy)	\$3.33	08/20/2015		J <sup>(9)</sup>		556		(9)	05/29/2020	Common Stock	556	(9)	556	I	By Essex Woodlands Health Ventures Fund VIII-B, L.P. <sup>(2)(3)</sup>
Warrant (Right to Buy)	\$3.33	08/20/2015		J <sup>(10)</sup>		21,926		(10)	06/29/2010	Common Stock	21,926	(10)	21,926	I	By Essex Woodlands Health Ventures Fund VIII, L.P. <sup>(2)(3)</sup>
Warrant (Right to Buy)	\$3.33	08/20/2015		J <sup>(11)</sup>		1,580		(11)	06/29/2010	Common Stock	1,580	(11)	1,580	I	By Essex Woodlands Health Ventures Fund VIII-A, L.P. <sup>(2)(3)</sup>
Warrant (Right to Buy)	\$3.33	08/20/2015		J <sup>(12)</sup>		687		(12)	06/29/2010	Common Stock	687	(12)	687	I	By Essex Woodlands Health Ventures Fund VIII-B, L.P. <sup>(2)(3)</sup>

**Explanation of Responses:**

1. 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.
2. Essex Woodlands Health Ventures VIII, L.P. (the "Essex Funds GP"), is the general partner of each of Essex Woodlands Health Ventures Fund VIII, L.P. ("Fund VIII"), Essex Woodlands Health Ventures Fund VIII-A, L.P. ("Fund VIII-A") and Essex Woodlands Health Ventures Fund VIII-B, L.P. ("Fund VIII-B", and together with Fund VIII and Fund VIII-A, the "Essex Funds"). Essex Woodlands Health Ventures VIII, L.P. (the "General Partner") is the general partner of the Essex Funds GP. The General Partner holds sole voting and dispositive power over the shares held by each of the Essex Funds (the "Shares"). The managers of the General Partner are James L. Currie, Martin P. Sutter, Immanuel Thangaraj, Ron Eastman, Guido Neels, Petri Vainio, Jeff Himawan (also a member of the Issuer's board of directors), and Steve Wiggins (collectively, the "Managers"), and may exercise voting and investment control over the Shares only by the majority action of the Managers. (Continued in Footnote 3)
3. 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 interests therein.
4. On April 9, 2014, Reporting Person was granted a warrant to purchase 80,240 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 3,065 shares of the Catalyst's common stock at a per share exercise price of \$33.27. The warrant is fully vested and exercisable.
5. On April 9, 2014, Reporting Person was granted a warrant to purchase 5,785 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 220 shares of the Catalyst's common stock at a per share exercise price of \$33.27. The warrant is fully vested and exercisable.
6. On April 9, 2014, Reporting Person was granted a warrant to purchase 2,515 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 96 shares of the Catalyst's common stock at a per share exercise price of \$33.27. The warrant is fully vested and exercisable.
7. On May 29, 2015, Reporting Person acquired a warrant to purchase 46,848 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 17,757 shares of the Catalyst's common stock at a per share exercise price of \$3.33. The warrant is fully vested and exercisable.
8. On May 29, 2015, Reporting Person acquired a warrant to purchase 3,351 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 1,280 shares of the Catalyst's common stock at a per share exercise price of \$3.33. The warrant is fully vested and exercisable.
9. On May 29, 2015, Reporting Person acquired a warrant to purchase 1,457 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 556 shares of the Catalyst's common stock at a per share exercise price of \$3.33. The warrant is fully vested and exercisable.
10. On June 29, 2015, Reporting Person acquired a warrant to purchase 57,400 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 21,926 shares of the Catalyst's common stock at a per share exercise price of \$3.33. The warrant is fully vested and exercisable.
11. On June 29, 2015, Reporting Person acquired a warrant to purchase 4,138 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 1,580 shares of the Catalyst's common stock at a per share exercise price of \$3.33. The warrant is fully vested and exercisable.
12. On June 29, 2015, Reporting Person acquired a warrant to purchase 1,799 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 687 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 Jeff Himawan 08/20/2015

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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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