

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person * <u>Payne Fletcher</u>			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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/20/2015</u>			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		
<u>260 LITTLEFIELD AVNUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SOUTH SAN FRANCISCO CA 94080</u>								
(City) (State) (Zip)								

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 ⁽¹⁾		15,032	A	(1)	15,032	I	By Charles and Nancy Payne 2000 Trust

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
Stock Option (Right to Buy)	\$7.6	08/20/2015		j ⁽²⁾		7,320		(2)	01/22/2025	Common Stock	7,320	(2)	7,320	D	
Stock Option (Right to Buy)	\$7.6	08/20/2015		j ⁽³⁾		2,440		(3)	01/22/2025	Common Stock	2,440	(3)	2,440	D	
Stock Option (Right to Buy)	\$6.03	08/20/2015		j ⁽⁴⁾		14,325		(4)	05/08/2025	Common Stock	14,325	(4)	14,325	D	

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.
- On January 22, 2015, Reporting Person was granted an option to purchase 191,635 shares of the common stock of Old Catalyst under Old Catalyst's Out of Plan Options at an exercise price of \$0.29 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 7,320 shares of the Catalyst's common stock at a per share exercise price of \$7.60. The option is fully vested and exercisable.
- On January 22, 2015, Reporting Person was granted an option to purchase 63,878 shares of the common stock of Old Catalyst under Old Catalyst's Out of Plan Options at an exercise price of \$0.29 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 2,440 shares of the Catalyst's common stock at a per share exercise price of \$7.60. The option is fully vested and exercisable.
- On May 8, 2015, Reporting Person was granted an option to purchase 375,000 shares of the common stock of Old Catalyst under Old Catalyst's Out of Plan Options at an exercise price of \$0.23 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 14,325 shares of the Catalyst's common stock at a per share exercise price of \$6.03. Subject generally to the Reporting Person's continued employment, the option vests at the rate of 1/48th of the number of shares on the 1st of each month with the first month vesting on May 1, 2015.

Remarks:

/s/ Nassim Usman Attorney-in-Fact for Fletcher Payne 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.