

### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

<b>1. Name and Address of Reporting Person*</b> <u>Essex Woodlands Health Ventures VIII, L.L.C.</u>  (Last) (First) (Middle) 21 WATERWAY AVENUE SUITE 225  (Street) THE WOODLANDS TX 77380  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 08/20/2015	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>CATALYST BIOSCIENCES, INC. [ CBIO ]</u>  <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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#### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,068,790	I	By Essex Woodlands Health Ventures Fund VIII, L.P. <sup>(1)(2)</sup>
Common Stock	77,059	I	By Essex Woodlands Health Ventures Fund VIII-A, L.P. <sup>(1)(2)</sup>
Common Stock	33,503	I	By Essex Woodlands Health Ventures Fund VIII-B, L.P. <sup>(1)(2)</sup>

#### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant (Right to Buy)	(3)	04/09/2019	Common Stock	3,065	(3)	I	By Essex Woodlands Health Ventures Fund VIII, L.P. <sup>(1)(2)</sup>
Warrant (Right to Buy)	(4)	04/09/2019	Common Stock	220	(4)	I	By Essex Woodlands Health Ventures Fund VIII-A, L.P. <sup>(1)(2)</sup>
Warrant (Right to Buy)	(5)	04/09/2019	Common Stock	96	(5)	I	By Essex Woodlands Health Ventures Fund VIII-B, L.P. <sup>(1)(2)</sup>
Warrant (Right to Buy)	(6)	05/29/2020	Common Stock	17,757	(6)	I	By Essex Woodlands Health Ventures Fund VIII, L.P. <sup>(1)(2)</sup>
Warrant (Right to Buy)	(7)	05/29/2020	Common Stock	1,280	(7)	I	By Essex Woodlands Health Ventures Fund VIII-A, L.P. <sup>(1)(2)</sup>
Warrant (Right to Buy)	(8)	05/29/2020	Common Stock	556	(8)	I	By Essex Woodlands Health Ventures Fund VIII-B, L.P. <sup>(1)(2)</sup>

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant (Right to Buy)	(9)	06/29/2020	Common Stock	21,926	(9)	I	By Essex Woodlands Health Ventures Fund VIII, L.P. <sup>(1)(2)</sup>
Warrant (Right to Buy)	(10)	06/29/2020	Common Stock	1,580	(10)	I	By Essex Woodlands Health Ventures Fund VIII-A, L.P. <sup>(1)(2)</sup>
Warrant (Right to Buy)	(11)	06/29/2020	Common Stock	687	(11)	I	By Essex Woodlands Health Ventures Fund VIII-B, L.P. <sup>(1)(2)</sup>

1. Name and Address of Reporting Person\*

[Essex Woodlands Health Ventures VIII, L.L.C.](#)

(Last) (First) (Middle)

21 WATERWAY AVENUE  
SUITE 225

(Street)

THE WOODLANDS TX 77380

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Essex Woodlands Health Ventures VIII, L.P.](#)

(Last) (First) (Middle)

21 WATERWAY AVENUE  
SUITE 225

(Street)

THE WOODLANDS TX 77380

(City) (State) (Zip)

**Explanation of Responses:**

- 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.L.C. (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 2)
- The reporting persons disclaim beneficial ownership of those securities in which they do not have a pecuniary interest and this report shall not be deemed an admission that they are the beneficial owners of these securities for purposes of Section 16, except to the extent of their pecuniary interests therein.
- On April 9, 2014, reporting persons were 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.
- On April 9, 2014, reporting persons were 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.
- On April 9, 2014, reporting persons were 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.
- On May 29, 2015, reporting persons acquired a warrant to purchase 46,486 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.
- On May 29, 2015, reporting persons 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.
- On May 29, 2015, reporting persons 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.
- On June 29, 2015, reporting persons 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.
- On June 29, 2015, reporting persons 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.

11. On June 29, 2015, reporting persons 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:**

[Essex Woodlands Health Ventures VIII, L.L.C. By: /s/ Jeff Himawan, Managing Director](#) [08/30/2015](#)  
[Essex Woodlands Health Ventures VIII, L.P.; By: Essex Woodlands Health Ventures VI, L.L.C., its General Partner; By: /s/ Jeff Himawan, Managing Director](#) [08/30/2015](#)

\*\* 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 5 (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.**