
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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): February 12, 2018

CATALYST BIOSCIENCES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-51173
(Commission
File Number)

56-2020050
(IRS Employer
Identification Number)

260 Littlefield Ave.
South San Francisco, California
(Address of principal executive offices)

94080
(Zip Code)

(650) 871-0761
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 8.01 Other Events

On February 12, 2018, Catalyst Biosciences, Inc., a Delaware corporation (the "Company"), issued a press release announcing that it is offering, subject to market conditions, shares of its common stock in an underwritten public offering. The Company anticipates using the net proceeds from this offering for general corporate purposes, which may include clinical and manufacturing activities for CB 2679d and Marzeptacog alfa (activated), research and development activities, capital expenditures, selling, general and administrative costs and to meet working capital needs. All of the shares in the offering are to be sold by the Company.

JonesTrading Institutional Services LLC is acting as Sole Bookrunning Manager, Ladenburg Thalmann & Co. Inc., a subsidiary of Ladenburg Thalmann Financial Services Inc. (NYSE American: LTS) is acting as Joint Bookrunner and LifeSci Capital LLC is acting as a Lead Manager for the proposed offering.

A copy of the press release announcing the proposed offering is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Catalyst Biosciences, Inc. dated February 12, 2018.

EXHIBIT INDEX

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99.1	Press release of Catalyst Biosciences, Inc. dated February 12, 2018.

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.

CATALYST BIOSCIENCES, INC.

Date: February 12, 2018

By: /s/ Fletcher Payne

Name: Fletcher Payne

Title: Chief Financial Officer



Catalyst Biosciences Announces Proposed Public Offering of Common Stock

SOUTH SAN FRANCISCO, Calif. – Feb. 12, 2018 –Catalyst Biosciences, Inc. (NASDAQ: CBIO), a clinical-stage biopharmaceutical company focused on developing novel medicines to address hematology indications (the Company), today announced that it is offering, subject to market conditions, shares of its common stock in an underwritten public offering. The Company anticipates using the net proceeds from this offering for general corporate purposes, which may include clinical and manufacturing activities for CB 2679d and Marzeptacog alfa (activated), research and development activities, capital expenditures, selling, general and administrative costs, facilities expansion and to meet working capital needs. All of the shares in the offering are to be sold by the Company.

JonesTrading Institutional Services LLC is acting as Sole Bookrunning Manager, Ladenburg Thalmann & Co. Inc., a subsidiary of Ladenburg Thalmann Financial Services Inc. (NYSE American: LTS) is acting as Joint Bookrunner and LifeSci Capital LLC is acting as a Lead Manager for the proposed offering.

A shelf registration statement on Form S-3 relating to the public offering of the shares of common stock described above was filed with the Securities and Exchange Commission (SEC) and is effective. A preliminary prospectus supplement relating to the offering will be filed with the SEC and will be available on the SEC's web site at www.sec.gov. When available, copies of the preliminary prospectus supplement may also be obtained from JonesTrading Institutional Services LLC, 32133 Lindero Canyon Road, Suite 208, Westlake Village, CA 91361, Attention: Compliance Department, or via telephone at (844) 566-6587 or via email at syndicate@jonestrading.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any of the securities described herein. There shall not be any offer, solicitation of an offer to buy, or sale of securities in any state or jurisdiction in which such an offering, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Catalyst

Catalyst is a clinical-stage biopharmaceutical company developing novel medicines to address hematology indications. Catalyst is focused on the field of hemostasis, including the subcutaneous prophylaxis of hemophilia and facilitating surgery in individuals with hemophilia.

Forward-Looking Statements

This press release contains forward-looking statements that involve substantial risks and uncertainties. All statements pertaining to the Company's expectations regarding the completion, timing, pricing and size of the offering described in this press release constitute forward-looking statements. All statements, other than statement of historical facts (including, but not limited to, statements that contain words such as "will," "believes," "plans," "anticipates," "expects," "estimates") are forward-looking statements. Actual results or events could differ materially from the plans, intentions, expectations and projections disclosed in the forward-looking statements. Various important factors could cause actual results or events to differ materially from the forward-looking statements that the Company makes, including, but not limited to, the risk that trials and studies may be delayed and may not have satisfactory outcomes, that human trials will not replicate the results from animal studies, that potential adverse effects may arise from the testing or use of the Company's products, including the generation of antibodies, the risk that costs required to develop or manufacture the Company's products will be higher than anticipated, competition and other factors that affect our ability to establish collaborations on commercially reasonable terms and other risks described in the "Risk Factors" section of the Company's Annual Report on Form 10-K for the year ended December 31, 2016 and the Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2017, June 30, 2017, and September 30, 2017 along with other filings with the Securities and Exchange Commission. The Company does not assume any obligation to update any forward-looking statements, except as required by law.

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