

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>Flynn James E</u> (Last) (First) (Middle) 780 THIRD AVENUE, 37TH FLOOR (Street) NEW YORK NY 10017 (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Possible Member of 10% Group
	3. Date of Earliest Transaction (Month/Day/Year) 03/06/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 03/08/2018	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	03/06/2018		S		9,544	D	\$29.94 ⁽¹⁾	849,763	I	Through Deerfield Partners, L.P. ⁽⁴⁾⁽⁵⁾⁽⁶⁾
Common Stock	03/06/2018		S		3,617	D	\$29.94 ⁽¹⁾	322,076	I	Through Deerfield Special Situations Fund, L.P. ⁽⁴⁾⁽⁵⁾⁽⁶⁾
Common Stock	03/06/2018		S		28,498	D	\$31.18 ⁽²⁾	821,265	I	Through Deerfield Partners, L.P. ⁽⁴⁾⁽⁵⁾⁽⁶⁾
Common Stock	03/06/2018		S		10,802	D	\$31.18 ⁽²⁾	311,274	I	Through Deerfield Special Situations Fund, L.P. ⁽⁴⁾⁽⁵⁾⁽⁶⁾
Common Stock	03/07/2018		S		7,252	D	\$30	814,013	I	Through Deerfield Partners, L.P. ⁽⁴⁾⁽⁵⁾⁽⁶⁾
Common Stock	03/07/2018		S		2,748	D	\$30	308,526	I	Through Deerfield Special Situations Fund, L.P. ⁽⁴⁾⁽⁵⁾⁽⁶⁾
Common Stock	03/08/2018		S		866	D	\$30	813,147	I	Through Deerfield Partners, L.P. ⁽⁴⁾⁽⁵⁾⁽⁶⁾
Common Stock	03/08/2018		S		328	D	\$30	308,198	I	Through Deerfield Special Situations Fund, L.P. ⁽⁴⁾⁽⁵⁾⁽⁶⁾

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	03/08/2018		S		5,890	D	\$29.03 ⁽³⁾	807,257	I	Through Deerfield Partners, L.P. ⁽⁴⁾⁽⁵⁾⁽⁶⁾
Common Stock	03/08/2018		S		2,233	D	\$29.03 ⁽³⁾	305,965	I	Through Deerfield Special Situations Fund, L.P. ⁽⁴⁾⁽⁵⁾⁽⁶⁾

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)		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)					

1. Name and Address of Reporting Person*

[Flynn James E](#)

(Last) (First) (Middle)

780 THIRD AVENUE, 37TH FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Deerfield Mgmt L.P.](#)

(Last) (First) (Middle)

780 THIRD AVENUE
37TH FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[DEERFIELD MANAGEMENT COMPANY, L.P. \(SERIES C\)](#)

(Last) (First) (Middle)

780 THIRD AVENUE, 37TH FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Deerfield Special Situations Fund, L.P.](#)

(Last) (First) (Middle)

780 3RD AVENUE

37TH FLOOR

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

DEERFIELD PARTNERS, L.P.

(Last) (First) (Middle)

780 THIRD AVENUE
37TH FLOOR

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$29.75 to \$30.50, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission (the "Commission"), upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (2) and (3) of this Form 4.
2. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$31.00 to \$31.21, inclusive.
3. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$29.00 to \$29.75, inclusive.
4. This Form 4 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons"). Deerfield Mgmt, L.P. is the general partner of Deerfield Special Situations Fund, L.P. and Deerfield Partners, L.P. (the "Funds"). Deerfield Management Company, L.P. is the investment manager of the Funds. James E. Flynn is the sole member of the general partner of each of Deerfield Mgmt, L.P. and Deerfield Management Company, L.P.
5. In accordance with Instruction 4 (b)(iv) to Form 4, the entire amount of the Issuer's securities held by the Funds is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.
6. This Amendment to the Form 4 filed with the Commission on March 8, 2018 (the "Original Filing") is being filed to correctly report the identity of the direct beneficial owners of shares sold on March 6, 2018, March 7, 2018 and March 8, 2018 (as well as the direct holder of shares beneficially owned by the applicable Reporting Persons following such sales) which were incorrectly reported on the March 8, 2018 Form 4 report. The aggregate number of shares sold by the Funds and the aggregate number of shares beneficially owned by the Reporting Persons, as reported in the Original Filing, remains unchanged.

Remarks:

Jonathan Isler, Attorney-in-Fact: Power of Attorney, which is hereby incorporated by reference to Exhibit 24 to a Form 3 with regard to Proteon Therapeutics, Inc. filed with the Securities and Exchange Commission on August 4, 2017 by Deerfield Special Situations Fund, L.P., Deerfield Partners, L.P., Deerfield International Master Fund, L.P., Deerfield Private Design Fund III, L.P., Deerfield Private Design Fund IV, L.P., Deerfield Mgmt, L.P., Deerfield Mgmt III, L.P., Deerfield Mgmt IV, L.P., Deerfield Management Company, L.P., and James E. Flynn

/s/ Jonathan Isler, Attorney-in-Fact 03/21/2018

** 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.

Joint Filer Information

Names: Deerfield Mgmt, L.P., Deerfield Management Company, L.P.,
Deerfield Special Situations Fund, L.P., Deerfield Partners, L.P.

Address: 780 Third Avenue, 37th Floor
New York, NY 10017

Designated Filer: James E. Flynn

Issuer and Ticker Symbol: Catalyst Biosciences, Inc. [CBIO]

Date of Event Requiring Statement: March 6, 2018

The undersigned, Deerfield Mgmt, L.P., Deerfield Management Company, L.P., Deerfield Special Situations Fund, L.P. and Deerfield Partners, L.P. are jointly filing the attached Amendment to Form 4 with James E. Flynn with respect to the beneficial ownership of securities of Catalyst Biosciences, Inc.

Signatures:

DEERFIELD MGMT, L.P.

By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact

DEERFIELD PARTNERS, L.P.

By: Deerfield Mgmt, L.P., General Partner

By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact

DEERFIELD MANAGEMENT COMPANY, L.P.

By: Flynn Management LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact

DEERFIELD SPECIAL SITUATIONS FUND, L.P.

By: Deerfield Mgmt, L.P., General Partner

By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact