

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Catalyst Biosciences, Inc.
(Name of registrant as specified in its charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

CATALYST BIOSCIENCES, INC.
611 Gateway Boulevard, Suite 710
South San Francisco, California 94080

**SUPPLEMENT TO PROXY STATEMENT
FOR
THE ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON
JUNE 9, 2021**

Catalyst Biosciences, Inc. (the “Company”) is filing this supplement (this “Supplement”) dated May 20, 2021 to the proxy statement (the “Proxy Statement”) dated April 27, 2021 relating to its Annual Meeting of Stockholders of Catalyst Biosciences, Inc. to be held via live webcast on the internet at www.virtualshareholdermeeting.com/CBIO2021 on June 9, 2021 at 8:00 a.m., Pacific Time (the “Annual Meeting”). This Supplement supplements Proposal No. 2 in the Proxy Statement, which requests that stockholders approve an amendment to our 2018 Omnibus Incentive Plan, as amended, to increase the number of shares of common stock reserved for issuance under the 2018 Plan by 2,500,000 shares, to a total of 5,300,000 shares. The discussion of that proposal on page 33 of the Proxy Statement includes the following statement:

- *No Discounted Stock Options or Stock Appreciation Rights.* All stock options and stock appreciation rights granted under the 2018 Plan must have an exercise or strike price equal to or greater than the fair market value of our common stock on the date the stock option or stock appreciation right is granted.

This statement accurately describes the Company’s practice with respect to stock options and stock appreciation rights under the 2018 Plan. All stock options awarded to date under the 2018 Plan have been granted with an exercise price equal to the fair market value of our common stock on the date of grant. The 2018 Plan requires that incentive stock options be granted with an exercise price equal to the fair market value on the date of grant. Options granted as incentive stock options to the maximum extent permitted by law have accounted for approximately 81% of all options awarded under the 2018 Plan as of March 31, 2021. The Company has not awarded any stock appreciation rights to date. The 2018 Plan permits the granting of stock options that are not incentive stock options and stock appreciation rights with an exercise price other than the fair market value on the date of grant; however, the Company has not done so and has no intention of doing so.

The additional information provided in this Supplement should be read together with the Proxy Statement. Terms not defined in this Supplement are given the meaning ascribed to them in the Proxy Statement. If you have already submitted a proxy and do not wish to change your vote, you need not take any further action. If you would like to change or revoke your prior vote on any proposal, please refer to the Proxy Statement for instructions on how to do so.

WHERE YOU CAN FIND MORE INFORMATION

In connection with the Annual Meeting of Stockholders, we have filed the Proxy Statement with the Securities and Exchange Commission (the “SEC”). Stockholders may obtain free copies of the Proxy Statement on the Company’s website at www.catalystbiosciences.com or on the SEC’s website at www.sec.gov.

Investors and stockholders are urged to read all relevant documents filed with the SEC, including the Proxy Statement, because they contain important information about the proposed amendment.