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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K/A**  
(Amendment No. 1)

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 19, 2022

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**CATALYST BIOSCIENCES, INC.**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction  
of incorporation)

000-51173  
(Commission  
File Number)

56-2020050  
(IRS Employer  
Identification No.)

611 Gateway Blvd, Suite 710, South San Francisco, CA 94080  
(Address of principal executive offices)

(650) 871-0761  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report.)

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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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	CBIO	Nasdaq

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.

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## Explanatory Note

On May 23, 2022, Catalyst Biosciences, Inc. (“Catalyst”) filed a Form 8-K with the Securities and Exchange Commission (the “Original Form 8-K”), reporting, among other items, that on May 19, 2022, Catalyst entered into and closed on an Asset Purchase Agreement with Vertex Pharmaceuticals Incorporated.

This Amendment No. 1 to the Original Form 8-K amends and supplements the Original Form 8-K solely to amend and restate Item 9.01 to the Original Form 8-K to file the pro forma financial information as Exhibit 99.2, to add Exhibit 99.2 to the exhibit list and to include a hyperlink to such Exhibit 99.2. Such pro forma financial information was inadvertently included in the Original Form 8-K as part of Exhibit 99.1 thereto.

Except as set forth herein, no modifications have been made to the information contained in the Original Form 8-K.

### Item 9.01 Financial Statements and Exhibits.

#### (b) Pro Forma Financial Information

Catalyst’s unaudited pro forma condensed consolidated financial information is included as Exhibit 99.2 hereto and is incorporated by reference in this Item 9.01(b).

#### (d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release of Catalyst Biosciences, Inc. dated May 23, 2022 (incorporated by reference to Exhibit 99.1 to the Original Form 8-K filed on May 23, 2022).</a>
99.2	<a href="#">Unaudited Pro Forma Condensed Consolidated Financial Statements of Catalyst Biosciences, Inc.</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL document).

**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.

Date: May 23, 2022

**CATALYST BIOSCIENCES, INC.**

/s/ Nassim Usman

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Nassim Usman, Ph.D.

President and Chief Executive Officer

**CATALYST BIOSCIENCES, INC.**  
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## **INTRODUCTION TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

The accompanying unaudited pro forma condensed consolidated financial statements of Catalyst Biosciences, Inc. and its subsidiary (the “Company” or “Catalyst”) were derived from the Company’s historical consolidated financial statements. They are presented to give effect to the dispositions of assets related to the Company’s complement development programs. The unaudited pro forma condensed consolidated balance sheet as of March 31, 2022 is presented as if the disposition had occurred on that date. The statements of operations and comprehensive loss for the three months ended March 31, 2022, and the year ended December 31, 2021 are presented as if the disposition occurred on January 1, 2021, the beginning of the earliest pro forma period presented.

The pro forma information has been prepared for illustrative purposes only and is not intended to represent or be indicative of the consolidated results of operations that actually would have been achieved had the disposition been completed at the beginning of the periods presented. Further, these financial statements are not necessarily indicative of the Company’s future financial position and future results of operations. The pro forma information should be read in conjunction with the historical financial statements of the Company included in its Annual Report on Form 10-K for the year ended December 31, 2021, filed with the Securities and Exchange Commission (“SEC”) on March 31, 2022, and the Company’s Quarterly Report on Form 10-Q for the three months ended March 31, 2022 filed with the SEC on May 9, 2022.

**Catalyst Biosciences, Inc.**  
**Pro Forma Condensed Consolidated Balance Sheets (Unaudited)**  
(In thousands, except share and per share amounts)

	On March 31, 2022		
	As Reported	Pro Forma Adjustments	Pro Forma
<b>Assets</b>			
Current assets:			
Cash and cash equivalents	\$ 34,817	\$ 52,000(a)	\$ 86,817
Accounts receivable, net	564	5,000(a)	5,564
Prepaid and other current assets	1,322	—	1,322
Total current assets	36,703	57,000	93,703
Other assets, noncurrent	472	—	472
Right-of-use assets	2,242	—	2,242
Property and equipment, net	857	—	857
<b>Total assets</b>	<b>\$ 40,274</b>	<b>\$ 57,000</b>	<b>\$ 97,274</b>
<b>Liabilities and stockholders' equity</b>			
Current liabilities:			
Accounts payable	\$ 4,706	\$ —	\$ 4,706
Accrued compensation	2,137	—	2,137
Other accrued liabilities	4,438	—	4,438
Operating lease liability	1,909	—	1,909
Total liabilities	13,190	—	13,190
Stockholders' equity:			
Common stock, \$0.001 par value, 100,000,000 shares authorized; 31,477,053 shares issued and outstanding at March 31, 2022	31	—	31
Additional paid-in capital	444,283	—	444,283
Accumulated deficit	(417,230)	57,000(a)	(360,230)
Total stockholders' equity	27,084	57,500	84,084
<b>Total liabilities and stockholders' equity</b>	<b>\$ 40,274</b>	<b>57,500</b>	<b>\$ 97,274</b>

*See notes to unaudited pro forma condensed consolidated financial statements.*

**Catalyst Biosciences, Inc.**  
**Pro Forma Condensed Consolidated Statements of Operations and Comprehensive Loss (Unaudited)**  
(In thousands, except share and per share amounts)

	Year Ended December 31, 2021		
	<u>As Reported</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma</u>
<b>Revenue:</b>			
License	\$ —	\$ —	\$ —
Collaboration	7,338	(7,338)(b)	—
License and collaboration revenue	<u>7,338</u>	<u>(7,338)</u>	<u>—</u>
<b>Operating expenses:</b>			
Cost of license	—	—	—
Cost of collaboration	7,380	(7,380)(b)	—
Research and development	68,889	(23,967)(b)	44,922
General and administrative	18,963	46(b)	19,009
Gain on disposal of assets, net	—	(57,000)(a)	(57,000)
Total operating expenses	<u>95,232</u>	<u>(88,801)</u>	<u>6,931</u>
Loss from operations	(87,894)	81,463	(6,931)
Interest and other income, net	(39)	—	(39)
Net loss and comprehensive loss	<u>\$ (87,933)</u>	<u>\$ 81,463</u>	<u>\$ (6,970)</u>
Net loss per share attributable to common stockholders, basic and diluted	<u>\$ (2.87)</u>		<u>\$ (0.23)</u>
Shares used to compute net loss per share attributable to common stockholders, basic and diluted	<u>30,640,977</u>		<u>30,640,977</u>

*See notes to unaudited pro forma condensed consolidated financial statements.*

**Catalyst Biosciences, Inc.**  
**Pro Forma Condensed Consolidated Statements of Operations and Comprehensive Loss (Unaudited)**  
(In thousands, except share and per share amounts)

	Three Months Ended March 31, 2022		
	As Reported	Pro Forma Adjustments	Pro Forma
<b>Revenue:</b>			
License	\$ —	\$ —	\$ —
Collaboration	794	(794)(b)	—
License and collaboration revenue	<u>794</u>	<u>(794)</u>	<u>—</u>
<b>Operating expenses:</b>			
Cost of license	—	—	—
Cost of collaboration	798	(798)(b)	—
Research and development	9,703	(3,353)(b)	6,350
General and administrative	4,994	(259)(b)	4,735
Total operating expenses	<u>15,495</u>	<u>(4,410)</u>	<u>11,085</u>
Loss from operations	(14,701)	3,616	(11,085)
Interest and other income, net	165	—	165
Net loss and comprehensive loss	<u>\$ (14,536)</u>	<u>\$ 3,616</u>	<u>\$ (10,920)</u>
Net loss per share attributable to common stockholders, basic and diluted	<u>\$ (0.46)</u>		<u>\$ (0.35)</u>
Shares used to compute net loss per share attributable to common stockholders, basic and diluted	<u>31,456,090</u>		<u>31,456,090</u>

*See notes to unaudited pro forma condensed consolidated financial statements.*

**Catalyst Biosciences, Inc.**  
**Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements**

**1. Basis of Presentation**

The unaudited pro forma condensed consolidated balance sheet as of March 31, 2022 was prepared as if the disposition had occurred on that date. The statements of operations and comprehensive loss for the three months ended March 31, 2022 and the year ended December 31, 2021 are presented as if the disposition occurred on January 1, 2021, the beginning of the earliest pro forma period presented.

**2. Pro Forma Adjustments**

The unaudited pro forma condensed consolidated financial statements are based on the Company's historical consolidated financial statements as adjusted to give effect to the disposition. The pro forma adjustments give effect to events that are (1) directly attributable to the disposition, (2) expected to have a continuing impact on the registrant, and (3) factually supportable, and are based on assumptions that management believes are reasonable given the best information currently available.

Explanations that follow correspond to note references identified in the unaudited pro forma condensed consolidated financial statements provided on pages 3 through 5 of this exhibit:

- (a) To book the proceeds and the related gains from the disposal, net of related transaction expenses.
- (b) To eliminate revenues and operating expenses of the disposed assets.
- (c) To record the tax impact of adjustments (a) and (b) above.