

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <b>USMAN NASSIM</b>  (Last) (First) (Middle) <b>260 LITTLEFIELD AVENUE</b>  (Street) <b>SOUTH SAN FRANCISCO CA 94080</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CATALYST BIOSCIENCES, INC. [ C BIO ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/20/2015</b>	
		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	08/20/2015		J <sup>(1)</sup>		60,847	A	(1)	60,847	I	By The Usman Family Trust
Common Stock	08/20/2015		J <sup>(1)</sup>		13,528	A	(1)	74,375	I	By Nassim Usman IRA

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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$9.43	08/20/2015		J <sup>(2)</sup>		8,786		(2)	04/09/2018	Common Stock	8,786	(2)	8,786	D	
Stock Option (Right to Buy)	\$7.33	08/20/2015		J <sup>(3)</sup>		61,118		(3)	03/16/2019	Common Stock	61,118	(3)	61,118	D	
Stock Option (Right to Buy)	\$11.52	08/20/2015		J <sup>(4)</sup>		22,508		(4)	01/02/2023	Common Stock	22,508	(4)	22,508	D	
Warrant (Right to Buy)	\$33.27	08/20/2015		J <sup>(5)</sup>		29		(5)	04/09/2019	Common Stock	29	(5)	29	I	By The Usman Family Trust

Explanation of Responses:

- Represents shares of the Issuer issued pursuant to that certain Agreement and Plan of Merger (the "Merger Agreement"), dated as of March 5, 2015 as amended on May 6 and May 13, 2015, by and among the Issuer, Talos Merger Sub, Inc. and a Delaware corporation then known as Catalyst Biosciences, Inc. ("Old Catalyst"). Pursuant to the terms of the Merger Agreement, each share of common stock of Old Catalyst was converted into 0.0382 shares of the Issuer's common stock.
- On April 10, 2008, Reporting Person was granted an option to purchase 230,000 shares of the common stock of Old Catalyst under Old Catalyst's 2004 Stock Plan at an exercise price of \$0.36 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 8,786 shares of the Catalyst's common stock at a per share exercise price of \$9.43. The option is fully vested and exercisable.
- On March 17, 2009, Reporting Person was granted an option to purchase 1,599,969 shares of the common stock of Old Catalyst under Old Catalyst's 2004 Stock Plan at an exercise price of \$0.28 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 61,118 shares of the Catalyst's common stock at a per share exercise price of \$7.33. The option is fully vested and exercisable.
- On January 3, 2013, Reporting Person was granted an option to purchase 589,239 shares of the common stock of Old Catalyst under Old Catalyst's 2004 Stock Plan at an exercise price of \$0.44 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 22,508 shares of the Catalyst's common stock at a per share exercise price of \$11.52. Subject generally to the Reporting Person's continued employment, the option vests at the rate of 1/48th of the number of shares on the 5th of each month with the first month vesting on January 5, 2013.
- On April 9, 2014, Reporting Person acquired a warrant to purchase 761 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 29 shares of the Catalyst's common stock at a per share exercise price of \$33.27. The warrant is fully vested and exercisable.

**Remarks:**

/s/ Nassim Usman

08/20/2015

\*\* 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 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.

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