

---

---

**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): March 2, 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 No.)

**611 Gateway Blvd., Suite 710**  
**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:

- 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 3.03 Material Modification to Rights of Security Holders**

Catalyst Biosciences, Inc. (the “Company”) previously issued and sold (i) 13,350 shares of Series A Preferred Stock (the “Series A Preferred Stock”) and (ii) warrants to purchase 2,070,000 shares of common stock (the “Warrants”) in connection with a registered public offering that closed on April 12, 2017 (the “Offering”). Each share of Series A Preferred Stock is convertible into 200 shares of common stock. Pursuant to the Certificate of Designation of Preferences, Rights and Limitations of the Series A Preferred Stock (the “Certificate of Designation”), subject to certain exceptions and limitations, the Company has the right to cause each holder of the Series A Preferred Stock to convert all or part of such holder’s Series A Preferred Stock in the event that (i) the volume weighted average price of the Company’s common stock for 30 consecutive trading days (the “Measurement Period”) exceeds 300% of the conversion price of the Series A Preferred Stock issued in the Offering (subject to adjustment for stock splits, recapitalizations, stock dividends and similar transactions) and (ii) the average daily trading volume for such Measurement Period exceeds \$500,000 per trading day (the “Forced Conversion Conditions”).

The holders of the Warrants are entitled to purchase shares of the Company’s common stock at an exercise price of \$5.50 per share. The Warrants also contain a call provision that, subject to certain exceptions, allows the Company to call the Warrants for cancellation if (i) the volume weighted average price of the Company’s common stock for the Measurement Period exceeds 300% of the exercise price (subject to adjustments for stock splits, recapitalizations, stock dividends and similar transactions) and (ii) the average daily trading volume for such Measurement Period exceeds \$500,000 per trading day (the “Warrant Call Conditions”).

On March 2, 2018, the Company electronically mailed to the holders of all shares of Series A Preferred Stock outstanding, a Notice of Conversion notifying the holders that, in accordance with Section 6(e) of the Certificate of Designation, the Company had satisfied the Forced Conversion Conditions to force the conversion of all outstanding shares of Series A Preferred Stock to common stock effective as of March 7, 2018.

On March 5, 2018, the Company electronically mailed to the holders of all outstanding Warrants, a Warrant Call Notice notifying the holders that, in accordance with Section 2(f) of each Warrant, the Company had satisfied the Warrant Call Conditions to call for cancellation the Warrants, and was calling the Warrants for cancellation. Accordingly, all of the Warrants that remain outstanding after 6:30 p.m., Eastern Standard Time, on March 19, 2018 shall be cancelled and the Company shall promptly pay each holder of an outstanding Warrant a price of \$0.001 per share of common stock that remains unexercised under such outstanding Warrant.

The foregoing summaries of the Certificate of Designation and the Warrants do not purport to be complete and are subject to, and qualified in their entirety by, such documents attached as Exhibits 4.1 and 3.1, respectively, to the Company’s Current Report on Form 8-K, filed with the Securities and Exchange Commission on April 12, 2017, which are incorporated herein by reference.

### **Item 8.01 Other Events**

On March 5, 2018, the Company issued a press release announcing the mailing of the Notice of Conversion and Warrant Call Notices, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

### **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated March 5, 2018.</a>

**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: March 5, 2018

**CATALYST BIOSCIENCES, INC.**

/s/ Fletcher Payne

---

Fletcher Payne

Chief Financial Officer



## Catalyst Biosciences Announces the Calling of Remaining Warrants and Conversion of Remaining Series A Preferred Shares Issued April 12, 2017

*Total of 11.9 million common shares outstanding post-conversion and warrant exercise*

**SOUTH SAN FRANCISCO, Calif. – Mar. 5, 2018** – Catalyst Biosciences, Inc. (Nasdaq: CBIO), a clinical-stage biopharmaceutical company focused on developing novel medicines to address hematology indications, today announced the call of the remaining 254,628 outstanding warrants issued during the April 12, 2017 financing and the call to convert the remaining 3,580 shares of Series A Preferred Stock issued in the same financing, which are convertible into 716,000 shares of common stock. During the April 12, 2017 financing, the Company issued 2,070,000 warrants to purchase 2,070,000 shares of common stock with an exercise price equal to \$5.50 price share. To date, warrants to purchase 1,815,372 shares of common stock have been exercised, for aggregate gross proceeds to the Company of approximately \$10.0 million. If the remaining outstanding warrants are exercised, the aggregate proceeds to the Company will be approximately an additional \$1.4 million.

“With greater than \$135 million in cash we are in a strong financial position. Now with the conversion of the Series A Preferred Stock to common stock and calling the remaining warrants, we are taking the final steps to simplify our balance sheet,” said Nassim Usman, chief executive officer of Catalyst Biosciences. “We look forward to focusing on developing our Factor VIIa and Factor IX clinical programs as they progress through mid-stage clinical development”

The Company has notified warrant holders of its election to call for cancellation, as of March 5, 2018, any of the remaining warrants issued April 12, 2017 that have not previously been exercised by that date. During the ten trading days following the notice date until 6:30 p.m. Eastern Standard Time on March 19, 2018 (the “Call Period”), holders may exercise their warrants, in whole or in part, to purchase all or a portion of the shares of common stock underlying their warrants pursuant to the terms of their warrants. Following the extinguishment of the Call Period, the Company will promptly pay warrant holder a price of \$0.001 per unexercised share of common stock underlying the warrants remaining outstanding and the remaining outstanding warrants will be cancelled and the right to exercise such warrants will extinguish.

### **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. For more information, please visit [www.catalystbiosciences.com](http://www.catalystbiosciences.com).

### **Forward-Looking Statements**

This press release contains forward-looking statements that involve substantial risks and uncertainties. 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.

## **Contacts**

### **Investors:**

Fletcher Payne, CFO  
Catalyst Biosciences, Inc.  
1.650.871.0761  
investors@catbio.com

### **Media:**

Josephine Belluardo, Ph.D.  
LifeSci Public Relations  
1.646.751.4361  
jo@lifescipublicrelations.com