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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CATALYST BIOSCIENCES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

56-2020050
(I.R.S. Employer
Identification No.)

611 Gateway Blvd. Suite 710
South San Francisco, California 94080
(Address of Principal Executive Offices) (Zip Code)

Catalyst Biosciences, Inc. 2018 Omnibus Incentive Plan
(Full Title of the Plans)

Nassim Usman, Ph.D.
President and Chief Executive Officer
Catalyst Biosciences, Inc.
611 Gateway Boulevard, Suite 710
South San Francisco, CA 94080
(Name and Address of Agent for Service)

(650) 871-0761
(Telephone Number, including area code, of agent for service)

Copies to:

Seline Miller
Interim Chief Financial Officer
Catalyst Biosciences, Inc.
611 Gateway Boulevard, Suite 710
South San Francisco, CA 94080
(650) 871-0761

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, the Registrant is filing this Registration Statement with the Securities and Exchange Commission (the "Commission") to register 2,500,000 additional shares of common stock under the 2018 Omnibus Incentive Plan (the "**2018 Plan**") following stockholder approval of an amendment to the 2018 Plan. This Registration Statement hereby incorporates by reference the contents of the Registrant's registration statements on Form S-8 filed with the Commission on June 27, 2018 (Registration No. 333-225902) and on July 6, 2020 (Registration No. 333-239712).

Item 8. Exhibits

| <u>Exhibit Number</u> | <u>Exhibit Title</u> |
|---------------------------|---|
| 5.1* | Opinion and Consent of Orrick, Herrington & Sutcliffe LLP. |
| 23.1* | Consent of EisnerAmper LLP, independent registered public accounting firm. |
| 23.2* | Consent of Orrick, Herrington & Sutcliffe LLP (filed as part of Exhibit 5.1). |
| 24.1* | Power of Attorney (filed as part of signature page). |
| 99.1 | Catalyst Biosciences, Inc. 2018 Omnibus Incentive Plan, as amended, which is incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement for the 2021 Annual Meeting filed with the Commission on April 27, 2021 (File No. 000-51173). |
| 107* | Filing Fee Table. |

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the South San Francisco, State of California, on March 31, 2022.

CATALYST BIOSCIENCES, INC.

Date: March 31, 2022

By: /s/ Nassim Usman, Ph.D.
Name: Nassim Usman, Ph.D.
Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of Catalyst Biosciences, Inc., a Delaware corporation, do hereby constitute and appoint Nassim Usman, Ph.D. and Seline Miller, and each of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|---|----------------|
| <u>/s/ Nassim Usman, Ph.D.</u> Nassim Usman, Ph.D. | President, Chief Executive Officer and Director (Principal Executive Officer) | March 31, 2022 |
| <u>/s/ Seline Miller</u> Seline Miller | Interim Chief Financial Officer (Interim Financial and Principal Accounting Officer) | March 31, 2022 |
| <u>/s/ Augustine Lawlor</u> Augustine Lawlor | Chairman | March 31, 2022 |
| <u>/s/ Errol B. De Souza, Ph.D.</u> Errol B. De Souza, Ph.D. | Director | March 31, 2022 |
| <u>/s/ Andrea Hunt</u> Andrea Hunt | Director | March 31, 2022 |
| <u>/s/ Geoffrey Ling, Ph.D.</u> Geoffrey Ling, Ph.D. | Director | March 31, 2022 |
| <u>/s/ Sharon Tetlow</u> Sharon Tetlow | Director | March 31, 2022 |
| <u>/s/ Eddie Williams</u> Eddie Williams | Director | March 31, 2022 |



March 31, 2022

Catalyst Biosciences, Inc.
611 Gateway Boulevard, Suite 710
South San Francisco, California 94080

Orrick, Herrington & Sutcliffe LLP
51 West 52nd Street
New York, NY 10019-6142
+1 212 506 5000
orrick.com

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Catalyst Biosciences, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act") relating to the registration of (i) 2,500,000 shares of the Company's common stock Shares ("Shares"), par value \$0.001 per share, reserved for issuance pursuant to the Company's 2018 Omnibus Incentive Plan, as amended (the "Plan"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the Plan.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Fourth Amended and Restated Certificate of Incorporation of the Company, as amended, (ii) the Bylaws of the Company, as amended, (iii) the Registration Statement, (iv) the Plan and (v) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary or appropriate as a basis for the opinion set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of documents executed or to be executed, we have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

Based on the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares to be issued pursuant to the terms of the Plan have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

March 31, 2022

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The opinion expressed herein is limited to the corporate laws of the State of Delaware and the federal laws of the United States of America, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdictions.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Orrick, Herrington & Sutcliffe LLP

ORRICK, HERRINGTON & SUTCLIFFE LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of Catalyst Biosciences, Inc. on Form S-8 to be filed on or about March 31, 2022 of our report dated March 31, 2022, on our audits of the financial statements as of December 31, 2021 and 2020 and for each of the years then ended, which report was included in the Annual Report on Form 10-K filed March 31, 2022.

/s/ EisnerAmper LLP

EISNERAMPER LLP
Philadelphia, Pennsylvania
March 31, 2022

