

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	
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1. Name and Address of Reporting Person * <u>Madison Edwin</u>			2. Issuer Name and Ticker or Trading Symbol <u>CATALYST BIOSCIENCES, INC. [CBIO]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Scientific Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/20/2015</u>					
<u>260 LITTLEFIELD AVENUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street)								
<u>SOUTH SAN FRANCISCO</u>	<u>CA</u>	<u>94080</u>						
(City)	(State)	(Zip)						

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 ⁽¹⁾		31,008	A	(1)	31,008	D	

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 ⁽²⁾		3,820		(2)	04/09/2018	Common Stock	3,820	(2)	3,820	D	
Stock Option (Right to Buy)	\$7.33	08/20/2015		J ⁽³⁾		26,809		(3)	03/16/2019	Common Stock	26,809	(3)	26,809	D	
Stock Option (Right to Buy)	\$10.48	08/20/2015		J ⁽⁴⁾		6,501		(4)	02/05/2020	Common Stock	6,501	(4)	6,501	D	
Stock Option (Right to Buy)	\$11.52	08/20/2015		J ⁽⁵⁾		11,254		(5)	01/02/2023	Common Stock	11,254	(5)	11,254	D	
Warrant (Right to Buy)	\$33.27	08/20/2015		J ⁽⁶⁾		29		(6)	04/09/2019	Common Stock	29	(6)	29	D	

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 100,000 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 3,820 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 701,827 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 26,809 shares of the Catalyst's common stock at a per share exercise price of \$7.33. The option is fully vested and exercisable.
- On February 5, 2010, Reporting Person was granted an option to purchase 170,203 shares of the common stock of Old Catalyst under Old Catalyst's 2004 Stock Plan at an exercise price of \$0.40 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 6,501 shares of the Catalyst's common stock at a per share exercise price of \$10.48. The option vests at the rate of 12.5% of the total shares on each anniversary of February 5, 2010, subject to the service provider being employed by the Company on each such date and provided that the option vesting may accelerate based on achievement of performance related goals.
- On January 3, 2013, Reporting Person was granted an option to purchase 294,619 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 11,254 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:

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.