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 10, 2022

CATALYST BIOSCIENCES, INC.
(Exact name of registrant as specified in its charter)

Delaware	**000-51173**	**56-2020050**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(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.)

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. ☐

Item 1.02 Termination of a Material Definitive Agreement.

On March 10, 2022, Catalyst Biosciences, Inc. (the "Company") received written notice from Biogen International GmbH ("Biogen") that Biogen is terminating the License and Collaboration Agreement, dated December 18, 2019 (the "Biogen Agreement"). Pursuant to the term of the Biogen Agreement, termination is effective May 9, 2022. As a result of this termination, Biogen will no longer have a worldwide, exclusive, sublicensable license under certain of the Company's intellectual property to develop, manufacture and commercialize pegylated CB 2782 (CB 2782-PEG) and other products or compounds that target complement factor 3 for all uses, including the potential treatment of geographic atrophy (GA) associated dry age-related macular degeneration (dry AMD).

A summary of the material terms of the Biogen Agreement was included in the Company's Annual Report on Form 10-K filed on March 4, 2021, which is qualified in its entirety by reference to the full text of the Biogen Agreement (filed as Exhibit 10.17 to the Company's Annual Report on Form 10-K (File No. 000-51173) filed with the SEC on February 20, 2020).

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release of Catalyst Biosciences, Inc. dated March 15, 2022.
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.

CATALYST BIOSCIENCES, INC.

Date: March 15, 2022

/s/ Nassim Usman

Nassim Usman, Ph.D.
President and Chief Executive Officer

Catalyst Biosciences Regains Rights to CB 2782-PEG for the Treatment of Dry AMD

Expands Catalyst's Complement Portfolio in Ophthalmology

SOUTH SAN FRANCISCO, Calif. – March 15, 2022 – Catalyst Biosciences, Inc. (NASDAQ: CBIO) today announced that the company has regained full rights to CB 2782-PEG, a C3-degrader for the treatment of dry AMD (dAMD). Under the terms of the agreement, Biogen has returned the rights for further development on CB 2782-PEG and has ended the collaboration on other potential AMD treatments.

"We are delighted to regain the rights to CB-2782-PEG which unlocks the full potential of our complement proteases in ophthalmology. We now have two wholly-owned, potentially best-in-class development candidates, CB 2782-PEG and CB 4332, a long half-life complement factor I fusion, each targeting clinically validated mechanisms in dry AMD. Dry AMD, a leading cause of blindness in its severe form for which there are no currently approved drugs, represents a significant market opportunity, estimated at over $10B," said Nassim Usman, Ph.D., chief executive officer of Catalyst Biosciences.

About Catalyst Biosciences, the Protease Medicines company

Catalyst is a research and clinical development biopharmaceutical company focused on developing protease therapeutics to address unmet medical needs in disorders of the complement system. Proteases are natural regulators of this biological system. We engineer proteases to create improved or novel molecules to treat diseases that result from dysregulation of the complement cascade. Our complement pipeline consists of several proteases that regulate the complement cascade including CB 2782-PEG, a C3 degrader for the potential treatment of dry age-related macular degeneration (dAMD), improved Complement Factor I protease CB 4332 for patients with deficiencies in CFI including dAMD, and proteases from our ProTUNE™ C3b/C4b degrader and ImmunoTUNE™ C3a/C5a degrader platforms designed to target other disorders of the complement or inflammatory pathways.

Forward-Looking Statements

This press release contains forward-looking statements that involve substantial risks and uncertainties. Forward-looking statements include, without limitation, those regarding potential markets for CB 2782-PEG and CB 4332, plans for clinical development of CB 2782-PEG and CB 4332 in dry AMD, and the continued generation of candidates to treat diseases that result from dysregulation of the complement cascade, as well as statements about the benefits of our protease engineering platform. 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, including, but not limited to, the risk that clinical trials and preclinical studies may be delayed as a result of COVID-19, competitive products, and other factors, that CB 2782-PEG, CB 4332 and the Company's complement degraders are not yet in human clinical trials and will require clinical additional testing, including multiple clinical trials, before being approved, that the Company will need to raise additional capital, and other risks described in the "Risk Factors" section of the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on March 4, 2021, the Quarterly Report on Form 10-Q filed with the SEC on November 12, 2021, and in other filings filed from time to time with the SEC. The Company does not assume any obligation to update any forward-looking statements, except as required by law.

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