

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

**FORM S-1
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)

2834
(Primary Standard Industrial
Classification Code Number)

56-202050
(I.R.S. Employer
Identification Number)

**260 Littlefield Avenue
South San Francisco, California 94080
(650) 266-8674**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Nassim Usman, Ph.D.
Chief Executive Officer
Catalyst Biosciences, Inc.
South San Francisco, California 94080
(650) 266-8674**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Stephen B. Thau
Alfredo B. D. Silva
Morrison & Foerster LLP
755 Page Mill Road
Palo Alto, CA 94304
(650) 813-5600**

**Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date of this Registration Statement.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.
If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-216663

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered(1)	Proposed maximum aggregate offering price(1)(2)	Amount of registration fee (3)(4)
Class A Units consisting of:		
(i) Shares of common stock, par value \$0.001 per share	\$2,100,000	\$243.00
(ii) Warrants to purchase common stock		
Class B Units consisting of:		
(i) Shares of Series A Preferred Stock, par value \$0.001 per share	\$1,350,000	\$156.00
(ii) Shares of common stock issuable on conversion of Series A Preferred Stock(3)		
(iii) Warrants to purchase common stock		
Common stock issuable upon exercise of warrants	\$1,466,250	\$170.00
Total	\$4,916,250	\$570.00

- (1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act").
(2) Represents only the additional number of securities being registered, including the price of additional shares of common stock, preferred stock and warrants to purchase shares of common stock that the underwriters have the option to purchase to cover over-allotments, if any. Does not include the securities that the registrant previously registered on the registration statement on Form S-1 (File No. 333-216663).
(3) No separate fee is required pursuant to Rule 457(i) under the Securities Act.
(4) The registrant previously paid filing fees of \$3,148.86 in connection with previous filings of its registration statement on Form S-1 (File No. 333-216663).

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) as promulgated under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature page, an exhibit index and the required opinion and consents solely to register (i) an additional \$2,100,000 in Class A Units, with each Class A Unit consisting of one share of the Company's common stock, par value \$0.001 per share (the "**Common Stock**"), and a warrant to purchase half of one share of Common Stock, (ii) an additional \$1,350,000 in Class B Units, with each Class B Unit consisting of one share of the Company's Series A convertible preferred stock, par value \$0.001 per share (the "**Series A Preferred Stock**") and a warrant to purchase a number of shares of Common Stock equal to \$1,000 divided by the conversion price of the Series A Preferred Stock, (iii) shares of Common Stock issuable upon conversion of the additional shares of Series A Preferred Stock and (iv) shares of Common Stock issuable upon exercise of the warrants issued under the additional Class A Units and Class B Units. The contents of the Registration Statement on Form S-1 (Registration No. 333-216663), as amended, including the exhibits and power of attorney thereto, which was declared effective by the Securities and Exchange Commission on April 6, 2017, are incorporated by reference in this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of South San Francisco, State of California, on April 6, 2017.

CATALYST BIOSCIENCES, INC.

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

SIGNATURES AND POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-1 has been signed by the following persons 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)	April 6, 2017
<u>*</u> Fletcher Payne	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 6, 2017
<u>*</u> Harold E. Selick, Ph.D.	Director	April 6, 2017
<u>*</u> Errol B. De Souza, Ph.D.	Director	April 6, 2017
<u>*</u> Jeff Himawan, Ph.D.	Director	April 6, 2017
<u>*</u> Augustine Lawlor	Director	April 6, 2017
<u>*</u> John P. Richard	Director	April 6, 2017
<u>*</u> Stephen M. Hill, M.D.	Director	April 6, 2017

* By: /s/ Nassim Usman, Ph.D.
Nassim Usman, Ph.D.
Attorney-in-Fact

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of counsel
23.1	Consent of EisnerAmper LLP, Independent Registered Public Accounting Firm
23.2	Consent of Morrison & Foerster LLP (included in Exhibit 5.1)
24.1*	Power of Attorney

* Incorporated by reference to the registrant's Registration Statement on Form S-1 (File No. 333-216663)

MORRISON | FOERSTER

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MORRISON & FOERSTER LLP

BEIJING, BERLIN, BRUSSELS,
DENVER, HONG KONG, LONDON,
LOS ANGELES, NEW YORK,
NORTHERN VIRGINIA, PALO ALTO,
SAN DIEGO, SAN FRANCISCO,
SHANGHAI, SINGAPORE, TOKYO, WASHINGTON, D.C.

April 6, 2017

Catalyst Biosciences, Inc.
260 Littlefield Avenue
South San Francisco, CA 94080Re: Registration Statement on Form S-1

Ladies and Gentlemen:

This opinion is furnished to Catalyst Biosciences, Inc., a Delaware corporation (the "**Company**"), in connection with the filing with the Securities and Exchange Commission (the "**Commission**") of a Registration Statement on Form S-1 (the "**Additional Registration Statement**") pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "**Act**"), relating to the registration and sale of up to (i) \$2,100,000 in Class A Units (the "**Additional Class A Units**"), with each Additional Class A Unit consisting of one share of the Company's common stock, par value \$0.001 per share (the "**Common Stock**"), and a warrant to purchase half of one share of Common Stock, (ii) \$1,350,000 in Class B Units (the "**Additional Class B Units**"), with each Additional Class B Unit consisting of one share of the Company's Series A convertible preferred stock, par value \$0.001 per share (the "**Series A Preferred Stock**") and a warrant to purchase a number of shares of Common Stock equal to \$1,000 divided by the conversion price of the Series A Preferred Stock, with each Additional Class B Unit to be offered to the public at an offering price of \$1,000 per Additional Class B Unit, (iii) shares of Common Stock issuable upon conversion of the shares of Series A Preferred Stock and (iv) shares of Common Stock issuable upon exercise of the warrants (the "**Warrant Shares**") issued under each of the Additional Class A Units and Additional Class B Units (each a "**Warrant**" and collectively, the "**Warrants**") ((i) and (ii) collectively, the "**Additional Securities**"). The Additional Registration Statement incorporates the Registration Statement on Form S-1 (File No. 333-216663) (the "**Original Registration Statement**") originally filed with the Commission on March 13, 2017, as amended, and the related prospectus included therein (the "**Prospectus**"). All of the Additional Securities are to be sold by the Company as described in the Original Registration Statement and the Prospectus.

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 through the date hereof; (ii) the Bylaws of the Company, as amended through the date hereof; (iii) the Certificate of Designation of Preferences, Rights and Limitations of Series A Convertible Preferred Stock to be filed with the Secretary of State of the State of Delaware, (iv) certain resolutions of the Board of Directors of the Company (the "**Board**") and the Transaction Committee of the Board, relating to the issuance, sale and registration of the Securities; (v) the Original Registration Statement; (vi) the Prospectus; (vii) the Additional Registration Statement and (viii) the Underwriting Agreement. In addition, we have examined originals or copies, certified or otherwise identified to our satisfaction, of certain other corporate records, documents, instruments and certificates of public officials and of the Company, and we have made such inquiries of officers of the Company and public officials and considered such questions of law as we have deemed necessary for purposes of rendering the opinions set

forth herein. Our opinions are limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought to independently verify such matters.

In rendering our opinion set forth below, we have assumed that (i) each document submitted to us is accurate and complete; (ii) each such document that is an original is authentic; (iii) each such document that is a copy conforms to an authentic original; and (iv) all signatures (other than signatures on behalf of the Company) on each such document are genuine. We have further assumed the legal capacity of natural persons, and we have assumed that each party to the documents we have examined or relied on (other than the Company) has the legal capacity or authority and has satisfied all legal requirements that are applicable to that party to the extent necessary to make such documents enforceable against that party. We have further assumed that the Company will not in the future issue or otherwise make unavailable so many shares of Common Stock that there are insufficient remaining authorized but unissued shares of Common Stock for issuance pursuant to conversion of shares of Series A Preferred Stock or exercise of the Warrants. We have also assumed that all of the shares of Common Stock issuable or eligible for issuance pursuant to exercise of the Warrants following the date hereof will be issued for not less than par value. We have not verified any of those assumptions.

Based upon, subject to and limited by the foregoing, we are of the opinion that (i) the Additional Class A Units and Additional Class B Units, when issued against payment therefor as set forth in the Original Registration Statement, will be validly paid and non-assessable; (ii) the shares of Common Stock included in the Additional Class A Units, when issued against payment therefor as set forth in the Original Registration Statement, will be validly issued, fully paid and non-assessable; (iii) the shares of Series A Preferred Stock included in the Additional Class B Units, when issued against payment therefor as set forth in the Original Registration Statement, will be validly issued, fully paid and non-assessable; (iv) the shares of Common Stock, when issued upon conversion of the shares of Series A Preferred Stock, will be validly issued, fully paid and non-assessable (v) the Warrants, when issued as set forth in the Original Registration Statement will be legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms; and (vi) the Warrant Shares, when issued upon exercise of the Warrants against payment therefor as set forth in the Original Registration Statement, will be validly issued, fully paid and non-assessable.

We express no opinion as to matters governed by any laws other than the Delaware General Corporation Law and the federal laws of the United States of America, as in effect on the date hereof.

We hereby consent to the filing of this opinion as an exhibit to the Additional Registration Statement. In giving such permission, we do not admit hereby that we come within the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Commission thereunder. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable law.

Very truly yours,

/s/ Morrison & Foerster 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-1, to be filed on or about April 6, 2017, of our report dated March 8, 2017, on our audits of the consolidated financial statements as of December 31, 2016 and 2015, and for each of the years then ended, which report was included in the Annual Report on Form 10-K filed March 8, 2017. We also consent to the reference to our firm under the caption “Experts” in the Registration Statement on Form S-1 of Catalyst Biosciences, Inc. (File No. 333-216663) incorporated by reference into this registration statement.

/s/ EisnerAmper LLP

Iselin, New Jersey

April 6, 2017