
**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): February 10, 2017

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
(I.R.S. Employer
Identification No.)

260 Littlefield Ave., South San Francisco, California
(Address of principal executive offices)

94080
(Zip Code)

Registrant's telephone number, including area code: (650) 266-8674

(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 (see General Instruction A.2. below):

- 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))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As previously announced, on February 2, 2017, the stockholders of Catalyst Biosciences, Inc. (the “Company”) voted to authorize the Board of Directors of the Company (the “Board”), in its discretion at any time prior to June 30, 2017, to file an amendment to the Company’s Fourth Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Amendment”), to effect a reverse stock split of the Company’s outstanding common stock, par value \$0.001 (the “common stock”), at a ratio of at least one-for-five (1:5) and up to one-for-fifteen (1:15), with such ratio to be determined by the Board. On February 8, 2017, the Board determined to file the Certificate of Amendment with the reverse stock split ratio set at one-for-fifteen (1:15) (the “Reverse Stock Split”). The Certificate of Amendment was filed with the Secretary of State of the State of Delaware on February 10, 2017, and the Reverse Stock Split will become effective in accordance with the terms of the Certificate of Amendment at 5:00 p.m. Eastern Time on February 10, 2017 (the “Effective Time”).

At the Effective Time, every fifteen (15) shares of common stock issued and outstanding shall automatically be changed and reclassified as one (1) share of issued and outstanding common stock, without any change in the par value per share.

Fractional shares will not be issued as a result of the Reverse Stock Split; instead, holders of pre-Reverse Stock Split shares of the Company’s common stock, who otherwise would have been entitled to receive a fractional share as a result of the Reverse Stock Split, will receive a cash payment in lieu of fractional shares to which they would otherwise be entitled on a post-Reverse Stock Split share basis for such fractional interests upon the surrender to American Stock Transfer & Trust Company, LLC, the exchange agent, of certificates representing such shares.

American Stock Transfer & Trust Company, LLC is acting as exchange agent for the Reverse Stock Split and will send instructions to stockholders of record who hold stock certificates regarding the exchange of certificates for common stock. Stockholders who hold their shares in brokerage accounts or “street name” are not required to take any action to effect the exchange of their shares following the Reverse Stock Split.

The common stock is expected to begin trading on The Nasdaq Capital Market on a Reverse Stock Split-adjusted basis on February 13, 2017. There will be no change in the Company’s Nasdaq’s ticker symbol, “CBIO,” as a result of the Reverse Stock Split. In connection with the Reverse Stock Split, the CUSIP number for the Common Stock has been changed to 14888D 208.

The Reverse Stock Split will result in a proportionate adjustment to the per share exercise price and the number of shares of common stock issuable upon the exercise of outstanding convertible notes, stock options and warrants, as well as the number of shares of common stock eligible for issuance under the Company’s 2015 Stock Incentive Plan, as amended. The Reverse Stock Split will not reduce the total number of authorized shares of common stock of the Company.

The information set forth herein does not purport to be complete and is qualified in its entirety by reference to (i) the full text of the Certificate of Amendment that effectuated the Reverse Stock Split, which is filed as Exhibit 3.1 hereto and (ii) the relevant portions of the Company’s Definitive Proxy Statement on Schedule 14A, which was filed with the Securities and Exchange Commission and mailed the Company’s stockholders on or about January 12, 2017, each of which is incorporated herein by reference.

Item 8.01. Other Events.

On February 10, 2017, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3.1 Second Certificate of Amendment of the Fourth Amended and Restated Certificate of Incorporation of the Company

99.1 Press release dated February 10, 2017

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.

Dated: February 10, 2017

Catalyst Biosciences, Inc.

By: /s/ Nassim Usman, Ph.D.

Nassim Usman, Ph.D.

President and Chief Executive Officer

**SECOND CERTIFICATE OF AMENDMENT OF
THE FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
CATALYST BIOSCIENCES, INC.**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Company") is Catalyst Biosciences, Inc. The date of the filing of its Certificate of Incorporation with the Secretary of State of the State of Delaware was March 7, 1997.

2. The Fourth Amended and Restated Certificate of Incorporation filed on April 18, 2006, as amended, is hereby further amended by striking out the second paragraph of Article IV in its entirety and by substituting in lieu of said paragraph the following paragraph:

"Upon the effectiveness of the Second Certificate of Amendment to the Fourth Amended and Restated Certificate of Incorporation (the "Effective Time"), to effect a plan of recapitalization of the Common Stock by effecting a 1-for-15 reverse stock split with respect to the issued and outstanding shares of the Common Stock (the "Reverse Stock Split"), without any change in the powers, preferences and rights or qualifications, limitations or restrictions thereof, such that, without further action of any kind on the part of the Company or its stockholders, every fifteen (15) shares of Common Stock outstanding or held by the Company in its treasury immediately prior to the Effective Time shall be changed and reclassified into one (1) share of Common Stock, \$0.001 par value per share, which shares shall be fully paid and nonassessable shares of Common Stock. There shall be no fractional shares issued. A holder of record of Common Stock on the Effective Time who would otherwise be entitled to a fraction of a share shall, in lieu thereof, be entitled to receive a cash payment in an amount equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing trading price of the Common Stock on The Nasdaq Capital Market on the date of the Effective Time."

3. The foregoing amendment of the Fourth Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

4. This Second Certificate of Amendment of the Fourth Amended and Restated Certificate of Incorporation shall be effective at 5:00 P.M. Eastern Time on the date of its filing with the Secretary of State of the State of Delaware.

Executed at South San Francisco, California, on February 10, 2017.

/s/ Nassim Usman, Ph.D.

Nassim Usman, Ph.D.

President & Chief Executive Officer

Catalyst Biosciences Announces 1-for-15 Reverse Stock Split

SOUTH SAN FRANCISCO, Calif., February 10, 2017— Catalyst Biosciences, Inc., a clinical-stage biopharmaceutical company focused on developing novel medicines to address hematology indications, today announced a reverse stock split of its shares of common stock at a ratio of one-for-fifteen. The reverse stock split will be effective at 5:00 p.m. Eastern Time on February 10, 2017. At the opening of trading on February 13, 2017, Catalyst's common stock will begin trading on a split-adjusted basis and the number of shares of Catalyst's common stock outstanding will decrease from approximately 13.0 million pre-split shares to approximately 868,000 post-split shares.

The primary purpose of the reverse stock split is to enable Catalyst to regain compliance with the \$1.00 minimum bid price requirement for continued listing on The Nasdaq Capital Market. Catalyst has until May 30, 2017 to regain compliance with the minimum bid price requirement and has submitted written notice to Nasdaq of its intention to cure the minimum bid price deficiency by effecting a reverse stock split. To regain compliance, the closing bid price of Catalyst's common stock must be at least \$1.00 for a minimum of ten (10) consecutive trading days.

“In the past three months we have presented data supporting the refocused development of our promising hemostasis programs to deliver subcutaneous prophylactic treatment to individuals with hemophilia, and we intend to commence two clinical trials this year,” said Nassim Usman, Ph.D., President and Chief Executive Officer of Catalyst. “We believe that both our Factor VIIa and Factor IX hemophilia product candidates have the properties required, including high potency, to allow for subcutaneous injection with the potential to achieve stable and normal clotting levels.”

Catalyst's common stock will continue to trade on The Nasdaq Capital Market under the symbol “CBIO.” There will be no change to the Company's ticker symbol as a result of the reverse stock split. In addition, Catalyst's common stock will trade under a new CUSIP number 14888D 208 following the reverse stock split.

In the reverse stock split, every fifteen (15) shares of Catalyst's common stock outstanding will automatically be changed and reclassified into one (1) new share of common stock. Holders of common stock that would otherwise receive a fractional share of common stock pursuant to the reverse stock split will receive cash in lieu of the fractional share. The reverse stock split will affect all Catalyst stockholders uniformly and will not affect any stockholder's percentage ownership interests in Catalyst (except to the extent that the reverse stock split results in any stockholders owning only a fractional share). Additionally, all Catalyst convertible notes, equity awards and warrants outstanding immediately prior to the reverse stock split will be proportionately adjusted.

Stockholders who hold their shares electronically in book-entry form at a brokerage firm need not take action as their shares will automatically be adjusted by their brokerage firm to reflect the reverse stock split. Beneficial holders may contact their bank, broker or nominee with any questions regarding the procedure of implementing the reverse stock split.

As soon as practicable after the effective time of the reverse stock split, Catalyst or its transfer agent, American Stock Transfer & Trust Company, LLC will mail a letter of transmittal to each stockholder of record. Stockholders holding physical certificates may (but are not required to) send their certificates, along with the properly completed and executed letter of transmittal to American Stock Transfer & Trust Company, LLC at the address given below. The transfer agent will send each stockholder's new stock certificate and payment in lieu of any fractional share promptly after receipt of that stockholder's properly completed letter of transmittal and old stock certificates.

Mail:

American Stock Transfer & Trust Company, LLC
Operations Center, Attn: Reorganization Department
6201 15th Avenue
Brooklyn, NY 11219

Phone:

800-937-5449 or (718) 921-8124

Additional information regarding the reverse stock split can be found in Catalyst's Definitive Proxy Statement on Schedule 14A (Form DEF 14A), filed with the SEC on January 12, 2017, and posted in the "Investors" section of Catalyst's website at www.catalystbiosciences.com.

About Factor VIIa

Marzeptacog alfa (activated) is a next-generation Factor VIIa that successfully completed an intravenous Phase 1 clinical trial in severe hemophilia A and B with and without inhibitors. Marzeptacog alfa (activated) is being developed for the prophylactic treatment of severe hemophilia patients with inhibitors. Marzeptacog alfa (activated) was designed to combine higher clot-generating activity at the site of bleeding and improved duration of action.

About Factor IX

CB 2679d/ISU304 is a next-generation coagulation Factor IX variant that is in advanced preclinical development. CB 2679d/ISU304 has exhibited enhanced procoagulant activity, improved efficacy in inhibiting blood loss, and prolonged duration of action in bleeding and non-bleeding preclinical models compared to other Factor IX products on the market and in development. Catalyst believes that CB 2679d/ISU304 may allow for subcutaneous prophylactic treatment of individuals with hemophilia B.

Catalyst has a collaboration with ISU Abxis to advance the development of CB 2679d/ISU304 through a Phase 1/2 proof-of-concept study in individuals with hemophilia B. After Phase 1, ISU Abxis retains exclusive commercial rights in South Korea while Catalyst retains full development and commercial rights for CB 2679d/ISU304 outside of South Korea.

About Catalyst

Catalyst is a clinical-stage biopharmaceutical company focused on 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. Catalyst's most advanced program is a potent next-generation coagulation Factor VIIa variant, marzeptacog alfa (activated), that has successfully completed an intravenous Phase 1 clinical trial in individuals with severe hemophilia A or B. Catalyst is also developing a next-generation Factor IX variant, CB 2679d/ISU304, that is in advanced preclinical development. For more information, please visit 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, included in this press release regarding our strategy, future operations, and plans are forward-looking statements. Examples of such statements include, but are not limited to, statements relating to Catalyst's clinical trial timelines, including the anticipated initiation two trials in 2017, the potential uses and benefits of subcutaneously dosed CB 2679d/ISU304 and marzeptacog alfa (activated) and the continued trading of Catalyst's common stock on The Nasdaq Capital Market. 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 Catalyst 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 Catalyst's products, including the generation of antibodies, the risk that costs required to develop or manufacture Catalyst's products will be higher than anticipated, competition, changes in the market price of our common stock due to market volatility or fluctuations in our operating results and other factors described in the "Risk Factors" section of the Company's most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q filed with the SEC. Catalyst does not assume any obligation to update any forward-looking statements, except as required by law.

Contacts:

Investors:

Fletcher Payne, CFO
Catalyst Biosciences
650.871.0761
investors@catbio.com

Media:

Denise Powell
510.703.9491
denise@redhousecomms.com