
**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): April 6, 2015 (April 1, 2015)

TARGACEPT, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-51173
(Commission
File Number)

56-2020050
(IRS Employer
Identification No.)

**100 North Main Street, Suite 1510
Winston-Salem, North Carolina**
(Address of principal executive offices)

27101
(Zip Code)

(336) 480-2100
Registrant's telephone number, including area code

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))
-
-

Item 8.01 Other Events.

As previously reported, on March 5, 2015, Targacept, Inc. (“**Targacept**”), Talos Merger Sub, Inc. (“**Merger Sub**”), a Delaware corporation and a wholly owned subsidiary of Targacept and Catalyst Biosciences, Inc., a Delaware corporation (“**Catalyst**”), entered into an Agreement and Plan of Merger, pursuant to which, among other things, subject to the satisfaction or waiver of the conditions set forth in the Merger Agreement, Merger Sub will merge with and into Catalyst, with Catalyst becoming a wholly owned subsidiary of Targacept and the surviving corporation of the merger (the “**Merger**”).

On April 1, 2015, Catalyst notified Targacept that Pfizer, Inc. (“**Pfizer**”) would be exercising its right to terminate in its entirety the June 29, 2009, research and license agreement between Catalyst and Wyeth LLC (a wholly owned subsidiary of Pfizer), which governs the development and commercialization of Catalyst’s leading human Factor VIIa product candidate for the treatment of hemophilia and surgical bleeding indications. On April 2, 2015, Pfizer provided Catalyst with its formal written notice of termination of the research and license agreement.

Upon the June 1, 2015, effective date of the termination, the license and certain rights under the research and license agreement will terminate and revert to Catalyst. Catalyst has informed Targacept that Pfizer is committed to an orderly transfer of data, regulatory documentation and related technology under the agreement to Catalyst to enable Catalyst to continue the clinical development of this product candidate.

Targacept is currently reviewing the implications of this event on the proposed Merger.

Additional Information about the Merger and Where to Find More Information

In connection with the Merger, Targacept and Catalyst intend to file relevant materials with the Securities and Exchange Commission, or the SEC, including a registration statement on Form S-4 that will contain a prospectus and a proxy statement/information statement. Investors and security holders of Targacept and Catalyst are urged to read these materials when they become available because they will contain important information about Targacept, Catalyst and the Merger. The proxy statement, information statement, prospectus and other relevant materials (when they become available), and any other documents filed by Targacept with the SEC, may be obtained free of charge at the SEC web site at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by Targacept by directing a written request to: Targacept, Inc., 100 North Main Street, Winston-Salem, North Carolina 27101, Attention: Chief Financial Officer. Investors and security holders are urged to read the proxy statement, prospectus and other relevant materials when they become available before making any voting or investment decision with respect to the Merger.

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Participants in the Solicitation

Targacept and its directors and executive officers and Catalyst and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Targacept in connection with the proposed transaction. Information regarding the special interests of these directors and executive officers in the merger will be included in the proxy statement/ prospectus referred to above. Additional information regarding the directors and executive officers of Targacept is also included in Targacept’s definitive Proxy Statement in connection with its 2014 Annual Meeting of Shareholders filed with the SEC on April 18, 2014 and incorporated by reference in Targacept’s Annual Report on Form 10-K for the year ended December 31, 2014, which was filed with the SEC on March 16, 2015. These documents are available free of charge at the SEC web site (www.sec.gov) and from the Chief Financial Officer at Targacept at the address above.

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.

Date: April 6, 2015

TARGACEPT, INC.

/s/ Patrick C. Rock

Patrick C. Rock

Senior Vice President, General Counsel and Secretary