

CATALYST BIOSCIENCES, INC.
Form SC 13G/A
January 22, 2018

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b),(c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)¹

Catalyst Biosciences, Inc.
(Name of Issuer)

Common Stock, \$.001 par value
(Title of Class of Securities)

14888D109
(CUSIP Number)

December 31, 2017
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON

1. Johnson & Johnson
EIN: 22-1024240
2. CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)
3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
New Jersey

- | | | |
|--------------|-----------------------------|---------|
| | 5. SOLE VOTING POWER | -0- |
| NUMBER OF | 6. SHARED VOTING POWER | 91,826* |
| SHARES | 7. SOLE DISPOSITIVE POWER | -0- |
| BENEFICIALLY | | |
| OWNED BY | | |
| EACH | | |
| REPORTING | 8. SHARED DISPOSITIVE POWER | 91,826* |
| PERSON | | |
| WITH | | |

9. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON 91,826*
10. CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN
SHARES
11. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN 1.6%*
ROW (9)
12. TYPE OF REPORTING PERSON CO

* Including 24,875 shares issuable upon exercise of Warrants to purchase Common Stock.

**Based on 5,813,780 shares of Common Stock to be outstanding as of December 22, 2017, as reported in the Issuer's Prospectus Supplement on Form 424B5 filed with the Securities and Exchange Commission on December 21, 2017.

NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON

1. Johnson & Johnson Innovation-JJDC, Inc.
EIN: 22-2007137
2. CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)
SEC USE ONLY
- 3.
4. CITIZENSHIP OR PLACE OF ORGANIZATION
New Jersey
5. SOLE VOTING POWER -0-
6. SHARED VOTING POWER 91,826*
7. SOLE DISPOSITIVE POWER -0-
8. SHARED DISPOSITIVE POWER 91,826*
9. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON 91,826*
10. CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN
SHARES
11. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN 1.6%*
ROW (9)
12. TYPE OF REPORTING PERSON CO

* Including 24,875 shares issuable upon exercise of Warrants to purchase Common Stock.

** Based on 5,813,780 shares of Common Stock to be outstanding as of December 22, 2017, as reported in the Issuer's Prospectus Supplement on Form 424B5 filed with the Securities and Exchange Commission on December 21, 2017.

AMENDMENT NO. 1 TO SCHEDULE 13G (FINAL AMENDMENT)

Reference is hereby made the statement on Schedule 13G filed with the Securities and Exchange Commission by the Reporting Persons with respect to the Common Stock of the Issuer on August 28, 2015 (the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following items of the Schedule 13G are amended and restated to read in their entirety as follows:

OWNERSHIP:

ITEM (a) through (c)

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The information requested hereunder is incorporated by reference to the cover pages to this Amendment No. 1 to Schedule 13G.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that the Reporting Persons have ceased to be beneficial owners of more than five percent of the Common Stock, check the following: [X].

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SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 22, 2018

JOHNSON & JOHNSON

By: /s/ Thomas J. Spellman III

Name: Thomas J. Spellman III

Title: Secretary

JOHNSON & JOHNSON
INNOVATION-JJDC, INC.

By: /s/ Kevin Norman

Name: Kevin Norman

Title: Assistant Secretary