



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4546

January 6, 2017

Fletcher Payne  
Chief Financial Officer  
Catalyst Biosciences, Inc.  
260 Littlefield Ave.  
South San Francisco, CA 94080

**Re: Catalyst Biosciences, Inc.**  
**Preliminary Proxy Statement on Schedule 14A**  
**Filed December 30, 2016**  
**File No. 000-51173**

Dear Mr. Payne:

We have completed our review of your filing. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Sincerely,

/s/ Mary Beth Breslin for

Suzanne Hayes  
Assistant Director  
Office of Healthcare and Insurance

cc: Stephen B. Thau  
Morrison & Foerster LLP