

CORCEPT THERAPEUTICS INC

Form 4

November 21, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Longitude Venture Partners L.P.

2. Issuer Name and Ticker or Trading Symbol
CORCEPT THERAPEUTICS INC
[CORT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2016

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

C/O LONGITUDE CAPITAL PARTNERS, LLC, 800 EL CAMINO REAL, SUITE 220

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/17/2016		S	318,764 D 9.6434	14,026,757	D ⁽²⁾	
Common Stock	11/17/2016		S	V 6,389 D 9.6434	185,133	I	By LCA ⁽³⁾
Common Stock	11/18/2016		S	98,586 D 9.4736	13,928,171	D ⁽²⁾	

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Common Stock	11/18/2016	S	1,976	D	\$ 9.4736 (4)	183,157	I	By LCA (3)
Common Stock	11/21/2016	S	116,058	D	\$ 9.386 (5)	13,812,113	D (2)	
Common Stock	11/21/2016	S	2,327	D	\$ 9.386 (5)	180,830	I	By LCA (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Longitude Venture Partners L.P. C/O LONGITUDE CAPITAL PARTNERS, LLC 800 EL CAMINO REAL, SUITE 220 MENLO PARK, CA 94025		X		
Longitude Capital Partners, LLC 800 EL CAMINO REAL SUITE 220 MENLO PARK, CA 94024		X		
Tammenoms Bakker Juliet 800 EL CAMINO REAL SUITE 220 MENLO PARK, CA 94024		X		

Longitude Capital Associates, L.P.
 800 EL CAMINO REAL SUITE 220
 MENLO PARK, CA 94024

X

Signatures

/s/ Juliet Tammenoms Bakker, as managing member of Longitude Capital Partners, LLC, as general partner of Longitude Venture Partners, L.P.	11/21/2016
**Signature of Reporting Person	Date
/s/ Juliet Tammenoms Bakker, as managing member of Longitude Capital Partners, LLC	11/21/2016
**Signature of Reporting Person	Date
/s/ Juliet Tammenoms Bakker	11/21/2016
**Signature of Reporting Person	Date
/s/ Juliet Tammenoms Bakker, as managing member of Longitude Capital Partners, LLC, as general partner of Longitude Capital Associates, L.P.	11/21/2016
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Reflects sales of common stock executed in multiple transactions at prices ranging from \$9.5300 to \$9.8000. The price reported reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, Corcept Therapeutics Incorporated or a security holder of Corcept Therapeutics Incorporated full information regarding the number of shares and prices at which the sales were effected.
 - (2) Reflects transactions and holdings of shares of common stock of the Issuer held of record by Longitude Venture Partners, L.P. ("LVP"). This report is filed jointly by LVP, Longitude Capital Partners, LLC ("Longitude Capital"), the sole general partner of LVP, and Juliet Tammenoms Bakker, a managing member of Longitude Capital, with respect to the securities held and transactions effected by LVP. LVP may also be deemed a director by virtue of its right to nominate a representative to serve on the Issuer's Board of Directors. Patrick G. Enright currently serves as LVP's representative on the Issuer's Board of Directors and files separate reports under Section 16(a) of the Securities Exchange Act of 1934 to report transactions in securities of the Issuer. Each of Longitude Capital and Ms. Bakker disclaims beneficial ownership of these securities, except to the extent of their respective pecuniary interest therein.
 - (3) Reflects transactions and holdings of shares of common stock of the Issuer held of record by Longitude Capital Associates, L.P. ("LCA"). This report is jointly filed by LCA, Longitude Capital, the sole general partner of LCA, and Ms. Bakker, a managing member of Longitude Capital, with respect to the securities held and transactions effected by LCA. Each of Longitude Capital and Ms. Bakker disclaims beneficial ownership of these securities, except to the extent of their respective pecuniary interest therein.
 - (4) Reflects sales of common stock executed in multiple transactions at prices ranging from \$9.4500 to \$9.5400. The price reported reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, Corcept Therapeutics Incorporated or a security holder of Corcept Therapeutics Incorporated full information regarding the number of shares and prices at which the sales were effected.
 - (5) Reflects sales of common stock executed in multiple transactions at prices ranging from \$9.3300 to \$9.4800. The price reported reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, Corcept Therapeutics Incorporated or a security holder of Corcept Therapeutics Incorporated full information regarding the number of shares and prices at which the sales were effected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.