CORCEPT THERAPEUTICS INC
Form SC 13D/A
April 01, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

CORCEPT THERAPEUTICS INCORPORATED

(Name of Issuer)

COMMON STOCK, PAR VALUE $0.001 PER SHARE

(Title of Class of Securities)

218352102

(CUSIP Number)

Patrick G. Enright

Managing Member

Longitude Capital Partners, LLC

800 El Camino Real, Suite 220

Menlo Park, CA 94025

(650) 854-5700

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

March 20, 2015

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ¨.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*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 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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1	NAMES OF REPORTING PERSONS Longitude Capital Partners, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) ¨ (b) ¨	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) OO[1]	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ¨	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY	**7**	SOLE VOTING POWER 0
	8	SHARED VOTING POWER

EACH REPORTING PERSON WITH		14,711,890[2] SOLE DISPOSITIVE POWER
	9	0
	10	SHARED DISPOSITIVE POWER
		14,711,890[2]
	11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
		14,711,890[2]
	12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) ..
	13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
		14.5%[3]
	14	TYPE OF REPORTING PERSON (see instructions)
		OO

[1] Investment funds from limited partners were used to acquire the securities over which the Reporting Persons have shared voting and dispositive power.

[2] Consists of 14,516,932 shares of Common Stock held of record by LVP and 194,958 shares of Common Stock held of record by LCA.

[3] The percentage was calculated based upon 101,405,250 shares of Common Stock outstanding as of March 2, 2015, as reported by the Issuer in its Annual Report on Form 10-K filed with the Commission on March 13, 2015.

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1	NAMES OF REPORTING PERSONS Longitude Venture Partners, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) ¨ (b) ¨	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) OO[1]	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ¨	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY	**7**	SOLE VOTING POWER 0
	8	SHARED VOTING POWER

EACH REPORTING PERSON WITH		14,711,890[2] SOLE DISPOSITIVE POWER
	9	0
	10	SHARED DISPOSITIVE POWER
		14,711,890[2] AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11		
		14,711,890[2] CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
12		CERTAIN SHARES (see instructions)
		.. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
13		
		14.5%[3] TYPE OF REPORTING PERSON (see instructions)
14		
		PN

[1] Investment funds from limited partners were used to acquire the securities over which the Reporting Persons have shared voting and dispositive power.

[2] Consists of 14,516,932 shares of Common Stock held of record by LVP and 194,958 shares of Common Stock held of record by LCA.

[3] The percentage was calculated based upon 101,405,250 shares of Common Stock outstanding as of March 2, 2015, as reported by the Issuer in its Annual Report on Form 10-K filed with the Commission on March 13, 2015.

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1	NAMES OF REPORTING PERSONS Longitude Capital Associates, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) ¨ (b) ¨	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) OO[1]	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ¨	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY	**7**	SOLE VOTING POWER 0
	8	SHARED VOTING POWER

EACH REPORTING PERSON WITH		14,711,890[2] SOLE DISPOSITIVE POWER
	9	0
	10	SHARED DISPOSITIVE POWER
		14,711,890[2]
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
		14,711,890[2]
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)
		..
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
		14.5%[3]
14		TYPE OF REPORTING PERSON (see instructions)
		PN

[1] Investment funds from limited partners were used to acquire the securities over which the Reporting Persons have shared voting and dispositive power.

[2] Consists of 14,516,932 shares of Common Stock held of record by LVP and 194,958 shares of Common Stock held of record by LCA.

[3] The percentage was calculated based upon 101,405,250 shares of Common Stock outstanding as of March 2, 2015, as reported by the Issuer in its Annual Report on Form 10-K filed with the Commission on March 13, 2015.

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1	NAMES OF REPORTING PERSONS Patrick G. Enright	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) ¨ (b) ¨	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) OO[1]	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ¨	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY	**7**	SOLE VOTING POWER 250,000[2]
	8	SHARED VOTING POWER

EACH		
REPORTING		14,711,890[3]
		SOLE DISPOSITIVE POWER
PERSON WITH	**9**	
		250,000[2]
	10	SHARED DISPOSITIVE POWER
		14,711,890[3]
		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11		
		14,961,890[2, 3]
		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
12		CERTAIN SHARES (see instructions)
		..
		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
13		
		14.7%[4]
		TYPE OF REPORTING PERSON (see instructions)
14		
		IN

[1] Investment funds from limited partners were used to acquire the securities over which the Reporting Persons have shared voting and dispositive power.

[2] Consists of stock options to purchase 250,000 shares of Common Stock granted to Mr. Enright, all of which are currently exercisable or exercisable within 60 days after March 20, 2015.

[3] Consists of 14,516,932 shares of Common Stock held of record by LVP and 194,958 shares of Common Stock held of record by LCA.

[4] The percentage was calculated based upon 101,655,250 shares of Common Stock outstanding, calculated as follows: The 101,405,250 shares of Common Stock outstanding as of March 2, 2015, as reported by the Issuer in its Annual Report on Form 10-K filed with the Commission on March 13, 2015, plus the 250,000 shares of Common Stock underlying stock options issued to Mr. Enright that are exercisable within 60 days after March 20, 2015.

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1	NAMES OF REPORTING PERSONS Juliet Tammenoms Bakker	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) ¨ (b) ¨	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) OO[1]	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ¨	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY	**7**	SOLE VOTING POWER 0
	8	SHARED VOTING POWER

EACH REPORTING PERSON WITH		14,711,890[2] SOLE DISPOSITIVE POWER
	9	0
	10	SHARED DISPOSITIVE POWER
		14,711,890[2] AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11		
		14,711,890[2] CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
12		CERTAIN SHARES (see instructions)
		.. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
13		
		14.5%[3] TYPE OF REPORTING PERSON (see instructions)
14		
		IN

[1] Investment funds from limited partners were used to acquire the securities over which the Reporting Persons have shared voting and dispositive power.

[2] Consists of 14,516,932 shares of Common Stock held of record by LVP and 194,958 shares of Common Stock held of record by LCA.

[3] The percentage was calculated based upon 101,405,250 shares of Common Stock outstanding as of March 2, 2015, as reported by the Issuer in its Annual Report on Form 10-K filed with the Commission on March 13, 2015.

Explanatory Note:

This Amendment No. 4 to Schedule 13D (the "Amendment") amends and supplements the Schedule 13D initially filed with the Securities and Exchange Commission (the "Commission") on April 4, 2008, as amended by Amendment No. 1 filed with the Commission on February 10, 2009, Amendment No. 2 filed with the Commission on February 11, 2011 and Amendment No. 3 filed with the Commission on June 20, 2012 (the "Schedule"). This Amendment is filed on behalf of Longitude Capital Partners, LLC ("LCP"), Longitude Venture Partners, L.P. ("LVP"), Longitude Capital Associates, L.P. ("LCA"), Patrick G. Enright ("Mr. Enright") and Juliet Tammenoms Bakker ("Ms. Bakker," and collectively, the "Reporting Persons"), relating to beneficial ownership of the common stock, par value $0.001 per share (the "Common Stock"), of Corcept Therapeutics Incorporated, a Delaware corporation (the "Issuer"). The Reporting Persons are filing this Amendment to report changes in their beneficial ownership since the filing of Amendment No. 3 to the Schedule. Except as set forth below, this Amendment does not supplement, restate or amend any of the other information disclosed in the Schedule as previously filed. Capitalized terms not defined in this Amendment have the meanings ascribed to them in the Schedule as previously filed.

Item 2. Identity and Background.

Item 2 of the Schedule is amended and restated in its entirety to read as follows:

(a) This Schedule is being filed on behalf of entities LVP, LCA, and each of LVP's and LCA's sole general partner, LCP, and individuals Mr. Enright and Ms. Bakker. The agreement among the Reporting Persons to file jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act is attached to this Schedule as Exhibit A. Each Reporting Person disclaims beneficial ownership of all securities except to the extent of such Reporting Person's pecuniary interest therein.

(b) The address of the principal offices of LVP, LCA and LCP and the business address of each of Mr. Enright and Ms. Bakker is 800 El Camino Real, Suite 220, Menlo Park, CA 94025.

(c) Each of LVP, LCA and LCP is a venture capital investment entity. Each of Mr. Enright and Ms. Bakker is engaged through venture capital investment entities in acquiring, holding and disposing of interests in various companies for investment purposes. Each of Mr. Enright and Ms. Bakker is a managing member of LCP and such individuals collectively constitute all officers and directors of LCP, the general partner of each of LVP and LCA, which are the record holders of certain securities of the Issuer. Mr. Enright also serves on the Board of Directors of the Issuer (the "Board").

(d) During the past five years, none of the Reporting Persons have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons are, nor during the last five years have been, a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) LCP is a limited liability company organized under the laws of the State of Delaware. LVP and LCA are each limited partnerships organized under the laws of the State of Delaware. Each of Mr. Enright and Ms. Bakker is a United States citizen.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule is amended and restated in its entirety to read as follows:

March 2008 Private Offering

On March 25, 2008, LVP used $10,000,000 of investment funds provided to LVP by its investors to acquire 3,530,450 shares of Common Stock, and warrants to purchase an additional 1,765,225 shares of Common Stock (the “Original Warrants”) pursuant to a Securities Purchase Agreement dated March 14, 2008 (the “2008 Purchase Agreement”), by and among the Issuer and the purchasers listed on the schedule of purchasers attached thereto. The Original Warrants have an exercise price of $2.77 per share.

In connection with the 2008 Purchase Agreement, on March 14, 2008, LVP and the other purchasers party to the 2008 Purchase Agreement entered into a Registration Rights Agreement (the "2008 RRA") with the Issuer. Pursuant to the 2008 RRA, the Issuer agreed to prepare and file a registration statement with the Commission on or before April 24, 2008 for purposes of registering the resale of the shares of Common Stock issued pursuant to the 2008 Purchase Agreement, the shares underlying the Original Warrants and any shares of Common Stock issued as a dividend or other distribution with respect to such shares. The Issuer filed the registration statement required by the 2008 RRA on April 11, 2008 and it was declared effective by the Commission on November 10, 2008.

The 2008 Purchase Agreement, the 2008 RRA and other related documentation are described in the Current Report on Form 8-K filed by the Issuer on March 20, 2008.

On November 11, 2008, LVP acquired 349,425 shares of Common Stock from the Issuer, for no cash consideration, pursuant to an Amendment to the 2008 RRA dated November 11, 2008 in full satisfaction of cash liquidated damages owed to LVP under the 2008 RRA. The shares of Common Stock were valued at $1.45 per share, the closing market price of the Common Stock on the NASDAQ Capital Market on November 11, 2008.

February 2009 Paperboy Purchase

On February 6, 2009, LVP used $3,186,138 of investment funds provided to LVP by its investors to acquire from Paperboy Ventures LLC ("Paperboy"), a stockholder of the Issuer, 4,551,625 shares of Common Stock and warrants to purchase 486,443 shares of Common Stock. On the same date, LCA used $63,863 of investment funds provided to LCA by its investors to acquire from Paperboy, 91,232 shares of Common Stock and warrants to purchase 9,750 shares of Common Stock. The warrants purchased by LVP and LCA on February 6, 2009 are referred to herein as the "Secondary Warrants." The securities were acquired in units, each unit consisting of one share of Common Stock and warrant coverage of 10.69%. The purchase price per unit was $0.70 and was allocated between the Common Stock and the Secondary Warrants as follows: $0.687 per share of Common Stock and $0.013 for each Secondary Warrant to purchase 10.69% of a share of Common Stock (representing a warrant purchase price of $0.125 per share of Common Stock underlying each Secondary Warrant). The aggregate purchase price paid by LVP and LCA for all of the securities acquired on February 6, 2009 was $3,250,000. Paperboy participated in the transaction of March 25, 2008 described above, and all of the Secondary Warrants purchased by LVP and LCA were issued to Paperboy in connection with that transaction. As a result, the Secondary Warrants have the same terms and conditions of the Original Warrants issued to LVP on March 25, 2008.

October 2009 Private Offering

On October 12, 2009, LVP and LCA entered into a Securities Purchase Agreement (the “2009 Purchase Agreement”) with the Issuer and the other purchasers named therein. Pursuant to the 2009 Purchase Agreement, on October 16, 2009, LVP used $3,431,226 of investment funds provided to LVP by its investors to acquire 2,399,459 shares of Common Stock and warrants to purchase 839,811 shares of Common Stock and LCA used $68,774 of investment funds provided to LCA by its investors to acquire 48,094 shares of Common Stock and warrants to purchase 16,833 shares of Common Stock. The warrants purchased by LVP and LCA on October 12, 2009 are referred to herein as the “2009 Warrants.” Such shares of Common Stock and the 2009 Warrants were purchased at a price of $1.43 for each share and each 0.35 of a 2009 Warrant, which was allocated as follows: $1.38625 per share of Common Stock and $0.04375 for each 0.35 of a 2009 Warrant (representing a warrant purchase price of $0.125 per share of Common Stock underlying each 2009 Warrant). The aggregate purchase price paid by LVP and LCA for all of the securities acquired pursuant to the 2009 Purchase Agreement was $3,500,000. The 2009 Warrants have an exercise price of $1.66 per share.

In connection with the 2009 Purchase Agreement, on October 12, 2009, LVP and LCA and the other purchasers party to the 2009 Purchase Agreement entered into a Registration Rights Agreement (the “2009 RRA”) with the Issuer. Pursuant to the 2009 RRA, the Issuer agreed to prepare and file a registration statement with the Commission on or before November 16, 2009 for purposes of registering the resale of the shares of Common Stock issued pursuant to the 2009 Purchase Agreement, the shares underlying the 2009 Warrants and any shares of Common Stock issued as a dividend or other distribution with respect to such shares. The Issuer filed the registration statement required by the 2009 RRA on November 16, 2009 and it was declared effective by the Commission on January 27, 2010.

The 2009 Purchase Agreement, the 2009 RRA and other related documentation are described in the Current Report on Form 8-K filed by the Issuer on October 14, 2009.

April 2010 Warrant Purchase Agreement

On April 21, 2010, LVP and LCA entered into a Warrant Purchase Agreement (the "2010 WPA") with the Issuer and the other purchasers named therein. Pursuant to the 2010 WPA, LVP used $1,394,086 of investment funds provided to LVP by its investors to acquire 839,811 shares of Common Stock and LCA used $27,943 of investment funds provided by its investors to acquire 16,833 shares of Common Stock, by exercising the 2009 Warrants to purchase those shares at an exercise price of $1.66 per share. In addition, under the 2010 WPA, LVP and LCA, together with the other purchasers party to the 2010 WPA, agreed to purchase new warrants to purchase shares of Common Stock (the "2010 Warrants"). Accordingly, LVP used $104,976 of investment funds provided to LVP by its investors to acquire a 2010 Warrant to purchase 839,811 shares of Common Stock and LCA used $2,104 of investment funds provided to LCA by its investors to acquire a 2010 Warrant to purchase 16,833 shares of Common Stock, in each case at a purchase price of $0.125 per share of Common Stock underlying the 2010 Warrants. The 2010 Warrants have an exercise price of $2.96 per share.

In connection with the 2010 WPA, on April 21, 2010 LVP and LCA and the other purchasers party to the 2010 WPA entered into a Registration Rights Agreement (the "2010 RRA") with the Issuer. Pursuant to the 2010 RRA, the Issuer agreed to prepare and file a registration statement with the Commission on or before May 31, 2010 for purposes of registering the resale of the shares underlying the 2010 Warrants and any shares of Common Stock issued as a dividend or other distribution with respect to such shares. The Issuer filed the registration statement required by the 2010 RRA on May 18, 2010 and it was declared effective by the Commission on June 4, 2010.

The 2010 WPA, the 2010 RRA and other related documentation are described in the Current Report on Form 8-K filed by the Issuer on April 23, 2010.

January 2011 Public Offering

On January 21, 2011, LVP used $2,867,526 of investment funds provided to LVP by its investors to acquire 735,263 shares of Common Stock, and LCA used $57,474 of investment funds provided to LCA by its limited partners to acquire 14,737 shares of Common Stock. These shares were purchased at a price of $3.90 per share as part of the Issuer's public offering of Common Stock, which the Issuer priced on that date.

March 2012 Warrant Purchase Agreement

On March 25, 2012, LVP and LCA entered into a Warrant Purchase Agreement (the “2012 WPA”) with the Issuer and the other purchasers named therein. Pursuant to the 2012 WPA, on March 29, 2012, LVP used $2,485,841 of investment funds provided to LVP by its investors to acquire 839,811 shares of Common Stock and LCA used $49,826 of investment funds provided by its investors to acquire 16,833 shares of Common Stock, by exercising the 2010 Warrants to purchase those shares at an exercise price of $2.96 per share. In addition, pursuant to the 2012 WPA, LVP and LCA, together with the other purchasers party to the 2012 WPA, agreed to purchase new warrants to purchase shares of Common Stock (the “2012 Warrants” and, collectively with the Original Warrants, the Secondary Warrants, the 2009 Warrants and the 2010 Warrants, the “Warrants”). Accordingly, LVP used $104,976 of investment funds provided to LVP by its investors to acquire a 2012 Warrant to purchase 839,811 shares of Common Stock and LCA used $2,104 of investment funds provided by its investors to acquire a 2012 Warrant to purchase 16,833 shares of Common Stock, in each case at a purchase price of $0.125 per share of Common Stock underlying the 2012 Warrants. The 2012 Warrants have an exercise price of $4.05 per share.

In connection with the 2012 WPA, on March 29, 2012 LVP and LCA and the other purchasers party to the 2012 WPA entered into a Registration Rights Agreement (the “2012 RRA”) with the Issuer. Pursuant to the 2012 RRA, the Issuer agreed to prepare and file a registration statement with the Commission on or before May 31, 2012 for purposes of registering the resale of the shares underlying the 2012 Warrants and any shares of Common Stock issued as a dividend or other distribution with respect to such shares. The Issuer filed the registration statement required by the 2012 RRA on May 24, 2012 and it was declared effective by the Commission on June 11, 2012.

The 2012 WPA, the 2012 RRA and other related documentation are described in the Current Report on Form 8-K filed by the Issuer on March 29, 2012.

March 2015 Warrant Exercises

On March 20, 2015, LVP and LCA fully exercised the Secondary Warrants. Such exercises were effected on a "cashless" basis, pursuant to which certain of the shares of Common Stock issuable upon exercise of the Secondary Warrants were withheld by the Issuer as payment of the exercise price, based on the closing price per share of the Common Stock on March 19, 2015, which was $5.85 per share. As a result, (i) upon LVP's full exercise of its Secondary Warrants to purchase 486,443 shares of Common Stock, the Issuer withheld 230,333 of such shares to pay the exercise price, issued to LVP the remaining 256,110 shares, paid to LVP $0.94 in cash in lieu of a fractional share and cancelled the Secondary Warrants in full, and (ii) upon LCA's full exercise of its Secondary Warrants to purchase 9,750 shares of Common Stock, the Issuer withheld 4,617 of such shares to pay the exercise price, issued to LCA the remaining 5,133 shares, paid to LCA $1.95 in cash in lieu of a fractional share and cancelled the Secondary Warrants in full. No funds or other consideration were used by LVP or LCA in connection with such exercises of the Secondary Warrants.

On March 20, 2015 and March 24, 2015, LVP fully exercised the Original Warrants. Such exercises were effected on a "cashless" basis, pursuant to which certain of the shares of Common Stock issuable upon exercise of the Original Warrants were withheld by the Issuer as payment of the exercise price, based on the closing price per share of the Common Stock on March 19, 2015, which was $5.85 per share, and on March 23, 2015, which was $5.65 per share. As a result, (i) upon LVP's exercise of the Original Warrants to purchase 634,516 shares of Common Stock on March 20, 2015, the Issuer withheld 300,447 of such shares to pay the exercise price, issued to LVP the remaining 334,069 shares and paid to LVP $5.63 in cash in lieu of a fractional share, and (ii) upon LVP's exercise of all of the remaining 1,130,709 shares of Common Stock subject to the Original Warrants on March 24, 2015, the Issuer withheld 554,348 of such shares to pay the exercise price, issued to LVP the remaining 576,361 shares, paid to LVP $2.27 in cash in lieu of a fractional share and cancelled the Original Warrants in full. No funds or other consideration were used by LVP in connection with such exercises of the Original Warrants.

On March 30, 2015, LVP and LCA fully exercised the 2012 Warrants. Such exercise was effected pursuant to a cash payment by each of LVP and LCA to the Issuer equal to the total number of shares subject to the 2012 Warrants held by each such Reporting Person, multiplied by the $4.05 exercise price per share of the 2012 Warrants. As a result, on March 30, 2015 (i) LVP used $3,401,235 of investment funds provided to LVP by its investors to purchase 839,811 shares of Common Stock and its 2012 Warrants were cancelled in full, and (ii) LCA used $68,174 of investment funds provided to LCA by its investors to purchase 16,833 shares of Common Stock and its 2012 Warrants were cancelled in full.

Mr. Enright's Stock Options

The Issuer has granted Mr. Enright stock options to purchase an aggregate of 250,000 shares of Common Stock as partial consideration for his service on the Board. These stock options were granted at various dates and have various exercise prices and vesting schedules. All of the shares underlying these stock options are currently exercisable or exercisable within 60 days after March 20, 2015.

Item 4. Purpose of Transaction.

Item 4 of the Schedule is amended and restated in its entirety to read as follows:

The purpose of the acquisition of all of the shares of Common Stock and the Warrants by the Reporting Persons is general investment purposes. In addition, the Reporting Persons may, from time to time, depending on prevailing market, economic and other conditions, acquire additional shares of Common Stock or other securities of the Issuer or engage in discussions with the Issuer concerning further acquisitions of shares of Common Stock or other securities of the Issuer or further investments in the Issuer. The Reporting Persons intend to review their investment in the Issuer on a continuing basis and, depending upon the price and availability of shares of Common Stock, subsequent developments affecting the Issuer, the Issuer's business and prospects, other investment and business opportunities available to the Reporting Person, general stock market and economic conditions, tax considerations and other factors considered relevant, may decide at any time to increase or to decrease the size of their investment in the Issuer.

On each of December 10, 2012 and November 21, 2013, LVP adopted a Rule 10b5-1 trading plan (collectively, the "Trading Plans"). The Trading Plans were established as part of LVP's investment strategy for asset diversification and liquidity over time. Each Trading Plan was adopted during an "open window" in accordance with guidelines specified by Rule 10b5-1 under the Act and as permitted by the Issuer's insider trading policy. Each Trading Plan established predetermined trading parameters that, among other things, did not permit the party that adopted the Trading Plans to exercise subsequent influence over how, when or whether to effect sales thereunder.

Up to 3,000,000 shares of Common Stock could be sold under each of the Trading Plans. Pursuant to the terms of each Trading Plan, sales thereunder were based upon pre-established stock price thresholds. The Trading Plan adopted on December 10, 2012 permitted share sales to commence thereunder on February 1, 2013 and to continue until the earlier of February 1, 2014 or the sale of the maximum number of shares subject to such plan. The Trading Plan adopted on November 21, 2013 permitted share sales to commence thereunder on March 1, 2014 and to continue until the earlier of March 1, 2015 or the sale of the maximum number of shares subject to such plan; provided, that LVP submitted notice to cancel such plan and all potential future sales of shares thereunder on November 7, 2014. As a result, as of November 7, 2014, the Trading Plans had expired or been terminated and no further sales of shares were made thereafter under such plans.

Except as set forth herein, the Reporting Persons have made no proposals, and have entered into no agreements, which would be related to or would result in any of the events or matters described in Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule is amended and restated in its entirety to read as follows:

(a) According to the Annual Report on Form 10-K filed by the Issuer with the Commission on March 13, 2015, as of March 2, 2015, there were 101,405,250 shares of Common Stock outstanding. LVP is the record holder of 14,516,932 shares of Common Stock, representing approximately 14.3% of the issued and outstanding shares of Common Stock. LCA is the record holder of 194,958 shares of Common Stock, representing approximately 0.2% of the issued and outstanding shares of Common Stock. LVP and LCA may reallocate their holdings of securities among themselves and may be deemed to beneficially own securities on an aggregated basis. LCP, as general partner of each of LVP and LCA, has the power to vote and dispose of securities held by each of them. Mr. Enright and Ms. Bakker are the managing members of LCP and share the decision-making power of LCP with respect to the Issuer's securities. Mr. Enright also holds stock options to purchase up to 250,000 shares of Common Stock, all of which are currently exercisable or exercisable within 60 days after March 20, 2015. Mr. Enright shares pecuniary interest in the shares underlying such stock options with the other Reporting Persons pursuant to a contractual relationship, and Mr. Enright may, at his election, confer with the other Reporting Persons prior to making any decisions relating to the voting or disposition of such stock options or the shares issuable upon exercise of such stock options.

(b) LVP, LCA and LCP have shared power to vote and dispose of 14,711,890 shares of Common Stock. Mr. Enright and Ms. Bakker, managing directors of LCP, may be deemed to have shared voting and dispositive power with respect to all such shares. Mr. Enright holds sole dispositive and voting power with respect to 250,000 shares of Common Stock underlying stock options that are currently exercisable or exercisable within 60 days after March 20, 2015,

which were issued to Mr. Enright as consideration for his service as a director on the Board.

(c) Except as reported herein, no Reporting Person has effected any transactions in the Issuer's securities within the past 60 days.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 of the Schedule is amended and restated in its entirety to read as follows:

In accordance with the terms of the 2008 Purchase Agreement, the Issuer has agreed to take all necessary acts to have one designee of LVP nominated for election to the Board, subject to compliance with relevant NASDAQ rules and regulations and subject to the approval of such nominee by the Nominating and Corporate Governance Committee of the Board. This obligation shall terminate if at any time LVP beneficially owns less than 5% of the Issuer's issued and outstanding Common Stock (including shares of Common Stock issuable upon exercise of warrants), and in such case, the Board member nominated by LVP shall resign from the Board. In accordance with this obligation, the Issuer appointed Mr. Enright to the Board as of the closing of the offering contemplated by the 2008 Purchase Agreement. The Issuer also agreed to maintain directors' and officers' liability insurance in an amount reasonably acceptable to LVP to the extent such coverage is available on terms that are commercially acceptable to the Board and consistent with industry practice.

The Issuer has registered the shares of Common Stock acquired by LVP and LCA pursuant to the 2008 Purchase Agreement, the 2009 Purchase Agreement, the 2010 WPA and the 2012 WPA (including the shares subject to the Warrants) for resale under the Securities Act of 1933, as amended.

Reference is made to the description of the Trading Plans set forth in Item 4 of this Schedule, which is incorporated herein by reference. Such description is only a summary of the terms of the Trading Plans and is qualified by reference to the full text of such agreements, which are filed as exhibits to this Schedule.

Except as disclosed herein, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons and any other person with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule is amended and restated in its entirety to read as follows:

Exhibit A:	Joint Filing Agreement between and among the Reporting Persons dated as of April 3, 2008 (incorporated herein by reference to Exhibit 1 the Reporting Persons' Schedule 13D filed with the Commission on April 4, 2008).
Exhibit B:	Securities Purchase Agreement dated as of March 14, 2008, by and among Corcept Therapeutics Incorporated and each purchaser identified on the signature pages thereto (incorporated herein by reference to Exhibit 10.24 to the Issuer's Annual Report on Form 10-K for the year ended December 31, 2007 filed with the Commission on March 31, 2008).
Exhibit C:	Registration Rights Agreement dated as of March 14, 2008, by and among Corcept Therapeutics Incorporated and the investors signatory thereto (incorporated herein by reference to Exhibit 10.25 to the Issuer's Annual Report on Form 10-K for the year ended December 31, 2007 filed with the Commission on March 31, 2008), as amended by the Amendment to Registration Rights Agreement dated as of November 11, 2008, by and among Corcept Therapeutics Incorporated and the investors signatory thereto (incorporated herein by reference to Exhibit 10.30 to the Issuer's Annual Report on Form 10-K for the year ended December 31, 2008 filed with the Commission on March 31, 2009).
Exhibit D:	Form of Warrant of Corcept Therapeutics Incorporated issued in connection with the Securities Purchase Agreement dated as of March 14, 2008, by and among Corcept Therapeutics Incorporated and each purchaser identified on the signature pages thereto (incorporated herein by reference to Exhibit 4.4 to the Issuer's Annual Report on Form 10-K for the year ended December 31, 2007 filed with the Commission on March 31, 2008).
Exhibit E:	Form of Warrant issued in connection with the Securities Purchase Agreement dated as of October 12, 2009, by and among Corcept Therapeutics Incorporated and the purchasers named therein (incorporated herein by reference to Exhibit 4.1 to the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 filed with the Commission on November 12, 2009).
Exhibit F:	Registration Rights Agreement dated as of October 12, 2009, by and among Corcept Therapeutics Incorporated and the investors signatory thereto (incorporated herein by reference to Exhibit 4.2 to the Issuer's

	Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 filed with the Commission on November 12, 2009).
Exhibit G:	Securities Purchase Agreement dated as of October 12, 2009, by and among Corcept Therapeutics Incorporated and the purchasers named therein (incorporated herein by reference to Exhibit 10.1 to the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 filed with the Commission on November 12, 2009).
Exhibit H:	Form of Warrant issued in connection with the Warrant Purchase Agreement dated as of April 21, 2010, by and among Corcept Therapeutics Incorporated and the purchasers named therein (incorporated herein by reference to Exhibit 4.1 to the Issuer's Current Report on Form 8-K dated April 21, 2010 filed with the Commission on April 23, 2010).
Exhibit I:	Registration Rights Agreement dated as of April 21, 2010, by and among Corcept Therapeutics Incorporated and the investors signatory thereto (incorporated herein by reference to Exhibit 4.2 to the Issuer's Current Report on Form 8-K dated April 21, 2010 filed with the Commission on April 23, 2010).

Exhibit J:	Warrant Purchase Agreement dated as of April 21, 2010, by and among Corcept Therapeutics Incorporated and the purchasers named therein (incorporated herein by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K dated April 21, 2010 filed with the Commission on April 23, 2010).
Exhibit K:	Form of Warrant issued in connection with the Warrant Purchase Agreement dated as of March 25, 2012, by and among Corcept Therapeutics Incorporated and the purchasers named therein (incorporated herein by reference to Exhibit 4.1 to the Issuer's Current Report on Form 8-K dated March 25, 2012 filed with the Commission on March 29, 2012).
Exhibit L:	Registration Rights Agreement dated as of March 29, 2012, by and among Corcept Therapeutics Incorporated and the investors signatory thereto (incorporated herein by reference to Exhibit 4.2 to the Issuer's Current Report on Form 8-K dated March 25, 2012 filed with the Commission on March 29, 2012).
Exhibit M:	Warrant Purchase Agreement dated as of March 25, 2012, by and among Corcept Therapeutics Incorporated and the purchasers named therein (incorporated herein by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K dated March 25, 2012 filed with the Commission on March 29, 2012).
Exhibit N:	10b5-1 Trading Plan dated as of December 10, 2012, by and between Longitude Ventures Partners, L.P. and Morgan Stanley Smith Barney LLC (filed herewith).
Exhibit O:	10b5-1 Trading Plan dated as of November 21, 2013, by and between Longitude Ventures Partners, L.P. and Morgan Stanley Smith Barney LLC (filed herewith).

SIGNATURE

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

Dated: April 1, 2015

LONGITUDE VENTURE PARTNERS, L.P.

By: LONGITUDE CAPITAL PARTNERS, LLC
Its: General Partner

/s/ Patrick G. Enright
Patrick G. Enright

By: /s/ Patrick G. Enright
Patrick G. Enright, Managing Member

LONGITUDE CAPITAL ASSOCIATES, L.P.

By: LONGITUDE CAPITAL PARTNERS, LLC
Its: General Partner

/s/ Juliet Tammenoms Bakker
Juliet Tammenoms Bakker

By: /s/ Patrick G. Enright
Patrick G. Enright, Managing Member

LONGITUDE CAPITAL PARTNERS, LLC

By: /s/ Patrick G. Enright
Patrick G. Enright, Managing Member

Exhibit N

Exhibit O