

CORCEPT THERAPEUTICS INC
 Form 4
 February 10, 2009

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 *
 ANDERSON DAVID L

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)
 755 PAGE MILL ROAD, SUITE A-200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2009

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

PALO ALTO, CA 943041005

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

(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 | 02/06/2009 | | P ⁽¹⁾ | | | 58,144 | A | \$ 0.687 <u>(1)</u> | 327,603 | I | By Ltd Partnership ⁽²⁾ |
| Common Stock | 02/06/2009 | | P ⁽¹⁾ | | | 501,910 | A | \$ 0.687 <u>(1)</u> | 4,338,742 | I | By Ltd Partnership (SHV) ⁽³⁾ |
| Common Stock | 02/06/2009 | | P ⁽¹⁾ | | | 58,144 | A | \$ 0.687 <u>(1)</u> | 257,080 | I | By Trust ⁽⁴⁾ |
| Common | | | | | | | | | 11,136 | I | By Ltd |

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| | | | | | | |
|-----------------|--|---------|---|--|--|--|
| Stock | | | | | | Partnership (ACRUX) <u>(5)</u> |
| Common Stock | | 29,273 | I | | | By Ltd Partnership (SHAI) <u>(6)</u> |
| Common Stock | | 74,113 | I | | | By Ltd Partnership (SHQP) <u>(7)</u> |
| Common Stock | | 140,315 | I | | | By Profit Sharing Plan Trust <u>(8)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | |
|---|---|---|---|---|--|--|--------------------|---|-------------------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Warrant | \$ 2.77 | 02/06/2009 | | P ⁽¹⁾ | 6,213 | 03/25/2008 | 03/24/2015 | Common Stock | 6,213 |
| Common Stock Warrant | \$ 2.77 | 02/06/2009 | | P ⁽¹⁾ | 53,640 | 03/25/2008 | 03/24/2015 | Common Stock | 53,640 |
| Common Stock Warrant | \$ 2.77 | 02/06/2009 | | P ⁽¹⁾ | 6,213 | 03/25/2008 | 03/24/2015 | Common Stock | 6,213 |
| Common Stock Warrant | \$ 2.77 | | | | | 03/25/2008 | 03/24/2015 | Common Stock | 54,518 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ANDERSON DAVID L 755 PAGE MILL ROAD, SUITE A-200 PALO ALTO, CA 943041005 | | X | | |

Signatures

By: Robert Yin, by power of attorney
02/10/2009

__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).
- Purchased as part of a unit in a transaction between private parties as purchasers and Paperboy Ventures LLC as the seller. Each unit consists of one share of common stock and 10.69% warrant coverage and was purchased at a price of \$0.70. The unit price has been
- (1) allocated between the common stock and the warrant as follows: \$0.687 per share of common stock and \$0.013 for the warrant to purchase 10.69% of a share of common stock (representing a warrant purchase price of \$0.125 for a warrant to purchase one share of common stock).
 - (2) Shares held by a limited partnership of which the reporting person is the General Partner. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.
Shares held by Sutter Hill Ventures, A California Limited Partnership. The reporting person is a Managing Director of the General
 - (3) Partner of Sutter Hill Ventures, A California Limited Partnership. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.
 - (4) Shares held by a trust of which the reporting person is the trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the trust.
 - (5) Shares held by a limited partnership of which the reporting person is the trustee of a trust which is the General Partner. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest therein.
Shares held by Sutter Hill Entrepreneurs Fund (AI), L.P. The reporting person is a Managing Director of the General Partner of Sutter
 - (6) Hill Entrepreneurs Fund (AI), L.P. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.
Shares held by Sutter Hill Entrepreneurs Fund (QP), L.P. The reporting person is a Managing Director of the General Partner of Sutter
 - (7) Hill Entrepreneurs Fund (QP), L.P. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.
 - (8) Shares held by SHV Profit Sharing Plan, a retirement trust, for the benefit of the reporting person.

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.