

CATALYST PHARMACEUTICAL PARTNERS, INC.

Form 3

November 13, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         |          | 2. Date of Event Requiring Statement             |  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â BIOMARIN<br>PHARMACEUTICAL INC          |         |          | 11/05/2012                                       |  | CATALYST PHARMACEUTICAL PARTNERS, INC.<br>[CPRX]   |  |
| (Last)                                    | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer |  |  | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
| 105 DIGITAL DRIVE                         |         |          | (Check all applicable)                           |  |  | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street)                                  |         |          | ___ Director                                     |  |  | ___X___ 10% Owner  |
| NOVATO,Â CAÂ 94949                        |         |          | ___ Officer                                      |  |  | ___ Other  |
| (City)                                    | (State) | (Zip)    | (give title below)                               |  |  | (specify below)  |
|   |         |          |  |  |  | ___ Form filed by One Reporting Person                     |
|   |         |          |  |  |  | ___ Form filed by More than One Reporting Person           |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of Shares   |  |

|  |                           |            |                 |           |                        |   |   |
|--|---------------------------|------------|-----------------|-----------|------------------------|---|---|
| Convertible<br>Promissory Note and<br>Note Purchase<br>Agreement | 12/08/2012 <sup>(1)</sup> | 12/08/2012 | Common<br>Stock | 6,666,667 | \$ 0.75 <sup>(2)</sup> | D | Â |
|--|---------------------------|------------|-----------------|-----------|------------------------|---|---|

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BIOMARIN PHARMACEUTICAL INC<br>105 DIGITAL DRIVE<br>NOVATO, CA 94949 | Â             | Â X       | Â       | Â     |

## Signatures

BioMarin Pharmaceutical Inc., By: /s/ G. Eric Davis, Name: G. Eric Davis, Title: Senior Vice President, General Counsel and Secretary

11/12/2012

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) The Convertible Note will be automatically converted into shares of Common Stock on December 8, 2012 (the "Conversion Date"), which is the 30th day after announcement by Catalyst Pharmaceutical Partners, Inc. (the "Issuer") of top-line data from the Issuer's Phase II(b) clinical trial evaluating the use of CPP-109 (the Issuer's formulation of vigabatrin, a GABA aminotransferase inhibitor) for the treatment of cocaine addiction.

The number of shares issuable upon conversion of the Convertible Note is calculated by dividing the aggregate principal amount of the note, \$5,000,000 by the "Conversion Price" in effect on the Conversion Date. The Conversion Price is the dollar weighted average price of the Common Stock for the 15 business day period prior to the Conversion Date, multiplied by 0.9; provided, however, that the

(2) Conversion price shall not be less than \$0.75 per share or more than \$2.50 per share. Accordingly, the number of shares beneficially owned by BioMarin Pharmaceutical Inc. may fluctuate from time to time based on the underlying trading price and volume of the Issuer's Common Stock. The number of shares reflected in the table were calculated based on the Conversion Price of \$0.75 in effect at the close of trading on November 9, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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