CORCEPT THERAPEUTICS INC

Form 4 March 27, 2008

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

Form 4 or Form 5 obligations may continue.

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

response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **SWEET DAVID E**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CORCEPT THERAPEUTICS INC

(Check all applicable)

[CORT]

03/25/2008

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

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

755 PAGE MILL ROAD, SUITE A-200

(Street)

4. If Amendment, Date Original

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

Filed(Month/Day/Year)

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

PALO ALTO, CA 943041005

| (City) | (State) | (Zip) Tab | le I - Non- | -Derivative S | Securi | ties Acq | uired, Disposed | of, or Benefic | ially Owned |
|--------------------------------------|-----------------------------------------|-------------------------------------------------------------|----------------------------------|-----------------------------------------------|----------------------------|---------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | 4. Securitie or(A) or Disp (Instr. 3, 4 | oosed of and 5) (A) or | of (D) | 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) |
| Common Stock | 03/25/2008 | | Code V $P_{\underline{1}}^{(1)}$ | Amount 693,118 | (D) | Price \$ 2.77 | 3,768,231 | I | By Ltd Partnership (SHV) (2) |
| Common Stock | 03/25/2008 | | P <u>(1)</u> | 6,151 | A | \$ 2.77 | 9,607 | I | By Profit Sharing Plan Trust |
| Common Stock | | | | | | | 9,627 | D | |
| Common | | | | | | | 29,273 | I | By Ltd |

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| Stock | | | Partnership (SHAI) (4) |
|-----------------|--------|---|-------------------------------------|
| Common Stock | 74,113 | I | By Ltd Partnership (SHQP) (5) |
| Common Stock | 15,125 | I | By Trust (6) |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercis Expiration Dat (Month/Day/Y | e | 7. Title and A Underlying S (Instr. 3 and | Securities |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------|---------------------------------------------------|--------------------|-------------------------------------------|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Common Stock Warrant | \$ 2.77 | 03/25/2008 | 03/25/2008 | P(1) | 346,559 | 03/25/2008 | 03/24/2015 | Common Stock | 346,55 |
| Common Stock Warrant | \$ 2.77 | 03/25/2008 | 03/25/2008 | P <u>(1)</u> | 3,075 | 03/25/2008 | 03/24/2015 | Common Stock | 3,075 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|------------------------------------------------------------|---------------|-----------|---------|-------|--|--|
| 1 | Director | 10% Owner | Officer | Other | | |
| SWEET DAVID E | | X | | | | |
| 755 PAGE MILL ROAD, SUITE A-200 PALO ALTO, CA 943041005 | | Λ | | | | |
| Signatures | | | | | | |

| By: Robert Yin, by power of attorney | 03/27/2008 |
|--------------------------------------|------------|
| **Signature of Reporting Person | Date |

Reporting Owners 2

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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) Acquired from the issuer pursuant to a Common Stock Purchase Agreement dated March 14, 2008
 - Shares held by Sutter Hill Ventures, A California Limited Partnership. The reporting person is a Managing Director of the General
- (2) 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.
- (3) Shares held by SHV Profit Sharing Plan, a retirement trust, for the benefit of the reporting person.
 - Shares held by Sutter Hill Entrepreneurs Fund (AI), L.P. The reporting person is a Managing Director of the General Partner of Sutter
- (4) 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
- (5) 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.
- (6) Shares held by a trust of which the reporting person is a trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the trust.

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.