

CORCEPT THERAPEUTICS INC
Form 8-K/A
December 18, 2006

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

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): December 15, 2006

Corcept Therapeutics Incorporated

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

000-50679
(Commission File Number)

77-0487658
(I.R.S. Employer Identification No.)

149 Commonwealth Drive, Menlo
Park, California
(Address of principal executive
offices)

94025
(Zip Code)

Registrant's telephone number, including area code: 650-327-3270

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.02

Unregistered Sales of Equity Securities.

On November 16, 2006, Corcept Therapeutics Incorporated filed a Form 8-K disclosing its entry into a Common Stock Purchase Agreement attached thereto as Exhibit 10.1, whereby Corcept agreed to sell 3,000,000 shares of its common stock, par value \$0.001, in a private placement, at a price of \$1.00 per share. The sale of shares pursuant to the stock purchase agreement to the purchasers set forth therein closed on December 15, 2006.

The issuance of shares pursuant to the purchase agreement was exempt from registration pursuant to the exemption for transactions by an issuer not involving any public offering under Section 4(2) the Securities Act of 1933, as amended.

The securities sold and issued in connection with the private placement have not been registered under the Securities Act of 1933, as amended, or any state securities laws and may not be offered or sold in the United States absent registration with the Securities and Exchange Commission or an applicable exemption from the registration requirements. As part of the transaction, Corcept has agreed to file a registration statement with the Securities and Exchange Commission for purposes of registering the resale of all of the common stock issued in the private placement within two business days following the filing of its Form 10-K for its fiscal year ending December 31, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Corcept Therapeutics Incorporated

December 18, 2006

*By: /s/ Fred Kurland.
Name: Fred Kurland
Title: Chief Financial Officer*