

CORCEPT THERAPEUTICS INC
Form 4
November 13, 2008

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 *
Longitude Venture Partners LP

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)

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2008

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

C/O LONGITUDE CAPITAL PARTNERS, LLC, 3000 SAND HILL ROAD, BUILDING 1, SUITE 2

(Street)

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

MENLO PARK, CA 94025

(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)		
Common Stock ⁽¹⁾	11/11/2008		A	V	349,425	A	\$ 1.45	3,879,875	D ⁽²⁾

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

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SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Longitude Venture Partners LP C/O LONGITUDE CAPITAL PARTNERS, LLC 3000 SAND HILL ROAD, BUILDING 1, SUITE 2 MENLO PARK, CA 94025	X		X	
Longitude Capital Partners, LLC 3000 SAND HILL ROAD, BUILDING 1, SUITE 2 MENLO PARK, CA 94025			X	
Longitude Capital Associates, L.P. C/O LONGITUDE CAPITAL PARTNERS, LLC 3000 SAND HILL ROAD, BUILDING 1, SUITE 2 MENLO PARK, CA 94025			X	
Tammenoms Bakker Juliet C/O LONGITUDE CAPITAL PARTNERS, LLC 3000 SAND HILL ROAD, BUILDING 1, SUITE 2 MENLO PARK, CA 94025			X	

Signatures

Juliet Tammenoms Bakker, Managing Member of Longitude Capital Partners, LLC

11/13/2008

__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).

(1)

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The shares of common stock were acquired by Longitude Venture Partners, L.P. ("LVP") from the issuer pursuant to that certain Amendment to Registration Rights Agreement dated November 11, 2008 in full satisfaction of cash liquidated damages owed to LVP under that certain Registration Rights Agreement dated as of March 14, 2008. 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.

- This report is filed jointly by Longitude Capital Partners, LLC ("Longitude Capital"), Longitude Capital Associates, L.P. ("LCA"), LVP and Juliet Tammenoms Bakker, all of whom share beneficial ownership of more than 10% of the capital stock of the Issuer. LVP may
- (2) also be deemed a director by virtue of its right to nominate a representative to serve on the Issuer's Board of Directors. Patrick G. Enright currently serves as LVP's representative on the Issuer's Board of Directors. Each of Longitude Capital, LCA and Ms. Tammenoms Bakker disclaims beneficial ownership of all securities except to the extent of their respective pecuniary interest therein.

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.