

Edgar Filing: CORCEPT THERAPEUTICS INC - Form SC 13G/A

CORCEPT THERAPEUTICS INC
Form SC 13G/A
August 25, 2010

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

SCHEDULE 13G/A
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

CORCEPT THERAPEUTICS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

218352102

(CUSIP Number)

6/25/10

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/ X / Rule 13d-1(b)
/ / Rule 13d-1(c)
/ / Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

CUSIP No. 218352102

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

INGALLS & SNYDER, LLC
13-5156620

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2. Check the Appropriate Box if a Member of a Group
(a) -----

(b) -----

3. SEC Use Only -----

4. Citizenship or Place of Organization

New York

Number of Shares Beneficially Owned by Each Reporting Person With:

5. Sole Voting Power	0
6. Shared Voting Power	0
7. Sole Dispositive Power	0
8. Shared Dispositive	3,560,424

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,560,424

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

4.9%

12. Type of Reporting Person

BD, IA

Item 1.

(a) Name of Issuer

CORCEPT THERAPEUTICS, INC.

(b) Address of Issuer's Principal Executive Offices

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149 COMMONWEALTH DRIVE
MENLO PARK, CA 94025

Item 2.

(a) Name of Persons Filing

INGALLS & SNYDER, LLC

(b) Address of Principal Business Office or, if none,
Residence

61 BROADWAY, NEW YORK, NY 10006

(c) Citizenship

NEW YORK

(d) Title of Class of Securities

COMMON STOCK

(e) CUSIP Number

218352102

Item 3. This statement is filed pursuant to Rule 13d-1(b), and the Person Filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(e) An investment adviser in accordance with section 240.13d-1(b) (1) (ii) (E);

Item 4. Ownership

(a) Amount beneficially owned: 3,560,424

(b) Percent of Class: 4.9%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

0

(ii) shared power to vote or to direct the vote:

0

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

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3,560,424

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Ingalls & Snyder, LLC ("I&S") is a registered broker dealer and a registered investment advisor. Shares reported under shared dispositive power include shares held in accounts managed under investment advisory contracts. Included in shares reported under shared dispositive authority are 3,400,000 shares owned by Ingalls & Snyder Value Partners, L.P. an investment partnership. Share counts assume exercise of 700,000 warrants due 4/21/13.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

August 25, 2010

Date

INGALLS & SNYDER, LLC

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By: /s/ Thomas O. Boucher, Jr.

Thomas O. Boucher, Jr.
Manager

ht:2px;">

350 Poplar Church Road, Camp Hill, Pennsylvania

17011

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 717-763-7064

(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 (see General Instruction A.2. below):

- 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))

Item 1.01. Entry into a Material Definitive Agreement.

The information set forth below in Item 2.01 is incorporated herein by reference.

Item 2.01 Completion of Acquisition or Disposition of Assets.

On September 15, 2016, Harsco Corporation (the “Company”), and its subsidiary Harsco (UK) Group Limited (together with the Company, the “Harsco Entities”), entered into an Omnibus Agreement (the “Omnibus Agreement”) with CDR Bullseye Holdings, L.P., Bullseye G.P., LLC, Bullseye Partnership, L.P., Bullseye Holdings, L.P. and Brand Energy & Infrastructure Holdings, Inc. (“Brand”), pursuant to which Brand repurchased the Harsco Entities’ 26 percent interest in Brand.

In exchange for the Harsco Entities’ interest, (i) the Harsco Entities received \$145 million in cash, and (ii) the Company’s obligations to pay to Brand and its subsidiaries future amounts under Section 8.2(i)(iv) of that certain Purchase Agreement, dated as of September 15, 2013, as amended, by and between the Company, Brand Energy & Infrastructure Services, Inc. (f/k/a Bullseye, Inc.), Brand and CDR Bullseye Holdings, L.P. were satisfied, the present value of which equals \$20,640,182.65. In addition, Harsco received \$1,391,954.90 in accrued but unpaid fees, rent and expenses from Brand.

As a result of the sale, the Company’s obligation to make quarterly payments under the terms of a limited partnership agreement that governed the operation of the strategic venture terminated. Those quarterly payments were made either (at the Company’s election) (i) in cash, with total payments to equal approximately \$23 million per year on a pre-tax basis, or (ii) in kind through the transfer of approximately 3% of the Company’s equity interest in Brand on an annual basis.

As part of the transaction, the Company’s two representatives on Brand’s board of directors resigned.

The description of the Omnibus Agreement is subject to the terms thereof, a copy of which is attached hereto as Exhibit 2.1 and is incorporated herein by reference.

Item 8.01 Other Events.

On September 15, 2016, the Company issued a press release announcing the consummation of the transactions contemplated by the Omnibus Agreement. A copy of the press release is attached hereto as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(b) The unaudited pro forma condensed consolidated financial information related to the transaction described in Item 2.01 above is attached as Exhibit 99.1 to this Current Report on Form 8-K.

(d) Exhibits. The following exhibits are filed as part of this Form 8-K:

Exhibit No. Description

2.1 Omnibus Agreement dated September 15, 2016

99.1 Unaudited Pro Forma Condensed Consolidated Financial Information

99.2 Press Release dated September 15, 2016.

SIGNATURES

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

HARSCO CORPORATION

Date: September 21,
2016

By: /s/ Russell C. Hochman

Russell C. Hochman

Senior Vice President and General Counsel, Chief Compliance Officer & Corporate
Secretary