

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
 UNDER  
**THE SECURITIES ACT OF 1933**

**Corcept Therapeutics Incorporated**  
 (Exact Name of Registrant as Specified in Its Charter)

Delaware  
 (State or Other Jurisdiction of  
 Incorporation or Organization)

77-0487658  
 (IRS Employer  
 Identification Number)

Corcept Therapeutics Incorporated  
 149 Commonwealth Drive  
 Menlo Park, California 94025  
 (Address of Principal Executive Offices including Zip Code)

**Amended and Restated 2004 Equity Incentive Plan**  
 (Full Title of the Plan)

*Copy to:*

Alan C. Mendelson, Esq.  
 Keith Benson, Esq.  
 Latham & Watkins LLP  
 140 Scott Drive  
 Menlo Park, California 94025  
 (650) 463-4693

(Name and Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended, or the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-accelerated filer  (Do not check if a smaller reporting Company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
<b>Amended and Restated 2004 Equity Incentive Plan</b> Common Stock, par value \$0.001 per share:	2,498,987	\$2.70	\$6,747,265	\$481.08

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, or the Securities Act, this registration statement shall also automatically cover any additional shares of the Registrant's common stock which become issuable under our Amended and Restated 2004 Equity Incentive Plan, which we refer to as our 2004 Plan, by reason of any stock dividend, stock split, recapitalization or other similar transaction which results in an increase in the number of outstanding shares of the Registrant's common stock.
- (2) This estimate is made pursuant to Rule 457(c) solely for purposes of calculating the registration fee pursuant to Rule 457(h), and is based on a price of \$2.70, which represents the average of the high and low prices per share of Registrant's common stock as reported on the Nasdaq Capital Market on January 22, 2010.

## REGISTRATION OF ADDITIONAL SECURITIES

We filed with the United States Securities and Exchange Commission, or the SEC, the following registration statements on Form S-8 relating to shares of our common stock, par value \$0.001 per share, to be offered and sold under our 2000 Stock Option Plan and 2004 Plan, and the contents of such statements are incorporated by reference in this registration statement: Registration Statement on Form S-8 filed June 3, 2004 (File No. 333-116127), Registration Statement on Form S-8 filed April 11, 2008 (File No. 333-150199) and Registration Statement on Form S-8 filed April 3, 2009 (File No. 333-158406). We are hereby registering an additional 2,498,987 shares of our common stock, par value \$0.001 per share, issuable or that may become issuable under our 2004 Plan.

### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. **Incorporation of Documents by Reference.**

The SEC allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring to those documents. The information incorporated by reference is an important part of this registration statement, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the following documents we have filed, or may file, with the SEC:

- Registration Statement on Form S-8 filed June 3, 2004 (File No. 333-116127);
- Registration Statement on Form S-8 filed April 11, 2008 (File No. 333-150199);
- Registration Statement on Form S-8 filed April 3, 2009 (File No. 333-158406);
- Annual Report on Form 10-K for the year ended December 31, 2008, filed with the SEC on March 31, 2009;
- Quarterly Reports on Form 10-Q for the quarters ended March 31, 2009, June 30, 2009 and September 30, 2009, filed with the SEC on May 13, 2009, August 11, 2009 and November 12, 2009, respectively;
- Current Reports on Form 8-K filed with the SEC on January 14, 2009 (with respect to Item 8.01 thereto but not with respect to Items 7.01 or 9.01 thereto), January 22, 2009, February 2, 2009 (with respect to Item 8.01 thereto but not with respect to Items 7.01 or 9.01 thereto), February 27, 2009 (with respect to Item 8.01 thereto but not with respect to Items 7.01 or 9.01 thereto), April 1, 2009, October 14, 2009, January 7, 2010 (with respect to Item 8.01 thereto but not with respect to Items 7.01 or 9.01 thereto) and January 8, 2010;
- The description of our common stock contained in our Registration Statement on Form 8-A, filed with the SEC on April 12, 2004; and
- All documents we file with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all securities covered hereby then remaining unsold.

Any information that we later file with the SEC will automatically update and supersede the information and statements contained in a document incorporated or deemed to be incorporated by reference herein. Any such information or statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute part of this registration statement. Under no circumstances will any information filed under items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

#### Item 5. **Interests of Named Experts and Counsel.**

The validity of the common stock being offered by this prospectus will be passed upon for us by Latham & Watkins, LLP, Menlo Park, California. As of the date of this registration statement, Latham & Watkins LLP and certain attorneys in the firm who have rendered, and will continue to render, legal services to the Company, own shares of our common stock and warrants exercisable for shares of our common stock representing in the aggregate less than one percent of the shares of our common stock outstanding immediately prior to the filing of this registration statement.

#### Item 6. **Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law permits indemnification of officers, directors and other corporate agents under certain circumstances and subject to certain limitations. Our Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws provide that we will indemnify our directors, officers, employees and agents to the full extent permitted by Delaware General Corporation Law, including in circumstances in which indemnification is otherwise discretionary under Delaware law. In addition, we have entered into separate indemnification agreements with our directors and executive officers which would require us, among other things, to indemnify them against certain liabilities which may arise by reason of their status or service (other than liabilities arising from willful

misconduct of a culpable nature). The indemnification provisions in our Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws and the indemnification agreements to be entered into between us and our directors and executive officers may be sufficiently broad to permit indemnification of our directors and executive officers for liabilities (including reimbursement of expenses incurred) arising under the Securities Act. We also intend to maintain director and officer liability insurance, if available on reasonable terms, to insure our directors and officers against the cost of defense, settlement or payment of a judgment under certain circumstances.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the registrant pursuant to the foregoing provisions, the registrant has been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 8. **Exhibits.**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
4.1	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the registrant's Registration Statement on Form S-1/A (File No. 333-112676) filed on March 19, 2004)
4.2	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed on September 27, 2007)
4.3	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the registrant's Registration Statement on Form S-1 (Registration No. 333-112676) filed on February 10, 2004)
4.4	Amended and Restated 2004 Equity Incentive Plan (incorporated by reference to the Registrant's Proxy Statement on Schedule 14A filed with the SEC on May 7, 2009)
5.1	Opinion of Latham & Watkins, LLP
23.1	Consent of Latham & Watkins, LLP (included in Exhibit 5.1)
23.2	Consent of Independent Registered Public Accounting Firm
24.1	Power of Attorney (included on the signature page to this registration statement)

Item 9. **Undertakings**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

i. To include any prospectus required by section 10(a)(3) of the Securities Act;

ii. To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

iii. To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs a(1)(i) and a(1)(ii) do not apply if the registration statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.



## Exhibit Index

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Menlo Park, California 94025  
Tel: +1.650.328.4600 Fax: +1.650.463.2600  
www.lw.com

**LATHAM & WATKINS** LLP

FIRM / AFFILIATE OFFICES

Abu Dhabi	Moscow
Barcelona	Munich
Beijing	New Jersey
Brussels	New York
Chicago	Orange County
Doha	Paris
Dubai	Rome
Frankfurt	San Diego
Hamburg	San Francisco
Hong Kong	Shanghai
London	Silicon Valley
Los Angeles	Singapore
Madrid	Tokyo
Milan	Washington, D.C.

January 26, 2010

Corcept Therapeutics Incorporated  
149 Commonwealth Drive  
Menlo Park, CA 94025

Ladies and Gentlemen:

Re: Registration Statement on Form S-8

We have acted as special counsel to Corcept Therapeutics Incorporated, a Delaware corporation (the “**Company**”), in connection with the proposed issuance of up to 2,498,987 shares of common stock, \$0.001 par value per share (the “**Shares**”), issuable or that may become issuable under the Company’s Amended and Restated 2004 Equity Incentive Plan (the “**Plan**”), pursuant to a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “**Act**”), filed with the Securities and Exchange Commission (the “**Commission**”) on or about January 26, 2010, (the “**Registration Statement**”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters.

We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, as of the date hereof, when the terms (including the exercise price and exercise period) and form of the option or options pursuant to which the Shares will be issued are determined by resolution of the Company’s Board of Directors, or a duly authorized committee thereof, in accordance with the Plan, when

**LATHAM & WATKINS** LLP

the person or persons entitled to receive Shares and the number of Shares to be issued to such person or persons pursuant to the options or stock awards granted under the Plan are determined by resolution of the Company's Board of Directors, or a duly authorized committee thereof, and when either (i) the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of such person or persons or (ii) when certificates representing the Shares in the form of the specimen certificate examined by us have been manually signed by an authorized officer of the transfer agent and registrar therefor, and receipt of payment for such Shares in the manner contemplated by the Plan in an amount in cash or other legal consideration of not less than the aggregate par value thereof, and assuming the Company completes all other actions and proceedings required on its part to be taken prior to the issuance and delivery of the Shares pursuant to the terms of the Plan, including the receipt of approval by the Company's stockholders of the Plan, as amended, the Shares will be duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable.

We bring your attention to the fact that Latham & Watkins LLP and certain attorneys in this firm who have rendered, and will continue to render, legal services to the Company, own shares of the Company's common stock and warrants exercisable for shares of the Company's common stock representing in the aggregate less than one percent of the shares of the Company's common stock outstanding immediately prior to the filing of the Registration Statement.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP



**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2004 Equity Incentive Plan of Corcept Therapeutics Incorporated (a development stage company) of our report dated March 30, 2009, with respect to the financial statements of Corcept Therapeutics Incorporated (a development stage company) included in its Annual Report (Form 10-K) for the year ended December 31, 2008, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Palo Alto, California  
January 26, 2010