

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

1. Name and Address of Reporting Person* <u>BAKER G LEONARD JR</u> (Last) (First) (Middle) 755 PAGE MILL ROAD, SUITE A-200 (Street) PALO ALTO CA 94304-1005 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CORCEPT THERAPEUTICS INC [CORT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	09/28/2012		G	205,232 ⁽¹⁾	D	\$0.0000	478,389	D	
Common Stock	09/28/2012		G	482,906 ⁽¹⁾	A	\$0.0000	1,368,756	I	By Ltd Partnership ⁽²⁾
Common Stock	09/28/2012		G	205,232 ⁽¹⁾	A	\$0.0000	1,573,988	I	By Ltd Partnership ⁽²⁾
Common Stock	12/31/2012		J4 ⁽³⁾	0.0000	D	\$0.0000	1,873,988	I	By Ltd Partnership ⁽²⁾
Common Stock	09/28/2012		G	482,906 ⁽¹⁾	D	\$0.0000	727,592	I	By Trust ⁽⁴⁾
Common Stock							15,200	I	By Irrevocable Trust (EBR-09) ⁽⁵⁾
Common Stock							4,900	I	By Irrevocable Trust (EBR-10) ⁽⁶⁾
Common Stock							46,931	I	By Irrevocable Trust (LBR-06) ⁽⁵⁾
Common Stock							20,100	I	By Irrevocable Trust (LBR-10) ⁽⁶⁾
Common Stock							29,273	I	By Ltd Partnership (SHAI) ⁽⁷⁾
Common Stock							74,113	I	By Ltd Partnership (SHQP) ⁽⁸⁾
Common Stock							5,316,967	I	By Ltd Partnership (SHV) ⁽⁹⁾

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)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
--	--	--------------------------------------	---	--------------------------------	--	--	--	--	---	--

<p>Explanation of Responses:</p> <p>1. Gift without consideration.</p> <p>2. Shares held by a limited partnership of which the reporting person is a trustee of a trust in which the reporting person is the General Partner. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest therein.</p> <p>3. Transfer of family limited partnership interest to other family limited partners.</p> <p>4. 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.</p> <p>5. Shares held by an irrevocable trust for the benefit of the Reporting Person's grandchild and of which the Reporting Person serves as co-trustee.</p> <p>6. Shares held by an irrevocable trust for the benefit of the Reporting Person's grandchild and of which the Reporting Person's child serves as trustee. The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or any other purpose.</p> <p>7. Shares held by Sutter Hill Entrepreneurs Fund (AI), L.P. The reporting person is a Managing Director of the General Partner of Sutter 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.</p> <p>8. Shares held by Sutter Hill Entrepreneurs Fund (QP), L.P. The reporting person is a Managing Director of the General Partner of Sutter 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.</p> <p>9. Shares held by Sutter Hill Ventures, A California Limited Partnership. The reporting person is a Managing Director of the General 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.</p>										
---	--	--	--	--	--	--	--	--	--	--

/s/ Robert Yin, by power of attorney
01/25/2013

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.