

Registration No. 333-183284
Registration No. 333-187316
Registration No. 333-194663
Registration No. 333-202753
Registration No. 333-210076
Registration No. 333-216658
Registration No. 333-223318
Registration No. 333-229857
Registration No. 333-236601
Registration No. 333-253413
Registration No. 333-262752

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

POST EFFECTIVE AMENDMENT NO. 1 TO:

**FORM S-8 REGISTRATION STATEMENT NO. 333-183284
FORM S-8 REGISTRATION STATEMENT NO. 333-187316
FORM S-8 REGISTRATION STATEMENT NO. 333-194663
FORM S-8 REGISTRATION STATEMENT NO. 333-202753
FORM S-8 REGISTRATION STATEMENT NO. 333-210076
FORM S-8 REGISTRATION STATEMENT NO. 333-216658
FORM S-8 REGISTRATION STATEMENT NO. 333-223318
FORM S-8 REGISTRATION STATEMENT NO. 333-229857
FORM S-8 REGISTRATION STATEMENT NO. 333-236601
FORM S-8 REGISTRATION STATEMENT NO. 333-253413
FORM S-8 REGISTRATION STATEMENT NO. 333-262752**

*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
(I.R.S. Employer
Identification No.)

**149 Commonwealth Drive
Menlo Park, CA 94025**
(Address of Principal Executive Offices) (Zip Code)

**2024 Incentive Award Plan
2012 Incentive Award Plan**
(Full title of the plan)

**Atabak Mokari
Chief Financial Officer
149 Commonwealth Drive
Menlo Park, CA 94025
(650) 327-3270**
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Jeffrey T. Hartlin, Esq.

Paul Hastings LLP
1117 S. California Avenue
Palo Alto, California 94304
(650) 320-1800

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Pursuant to Securities Act Forms Compliance and Disclosure Interpretation 126.43 (“C&DI 126.43”) published by the Securities and Exchange Commission (the “Commission”), Corcept Therapeutics Incorporated (the “Registrant”) is filing this Post-Effective Amendment No. 1 to Registration Statements on Form S-8 (this “Post-Effective Amendment”) to the following registration statements on Form S-8 (collectively, the “Prior Registration Statements”) filed by the Registrant with the Commission:

- 1) [Registration Statement on Form S-8 \(File No. 333-183284\) filed on August 13, 2012 with respect to 15,710,531 shares of the Registrant’s common stock, \\$0.001 par value per share \(“Common Stock”\) issued or issuable under the Corcept Therapeutics Incorporated 2012 Incentive Award Plan, as amended \(the “2012 Plan”\);](#)
- 2) [Registration Statement on Form S-8 \(File No. 333-187316\) filed on March 15, 2013 with respect to 3,992,570 shares of Common Stock issued or issuable under the 2012 Plan;](#)
- 3) [Registration Statement on Form S-8 \(File No. 333-194663\) filed on March 18, 2014 with respect to 3,993,300 shares of Common Stock issued or issuable under the 2012 Plan;](#)
- 4) [Registration Statement on Form S-8 \(File No. 333-202753\) filed on March 13, 2015 with respect to 4,055,814 shares of Common Stock issued or issuable under the 2012 Plan;](#)
- 5) [Registration Statement on Form S-8 \(File No. 333-210076\) filed on March 10, 2016, with respect to 4,385,685 shares of Common Stock issued or issuable under the 2012 Plan;](#)
- 6) [Registration Statement on Form S-8 \(File No. 333-216658\) filed on March 13, 2017, with respect to 4,508,404 shares of Common Stock issued or issuable under the 2012 Plan;](#)
- 7) [Registration Statement on Form S-8 \(File No. 333-223318\) filed on February 28, 2018, with respect to 4,588,682 shares of Common Stock issued or issuable under the 2012 Plan;](#)
- 8) [Registration Statement on Form S-8 \(File No. 333-229857\) filed on February 26, 2019, with respect to 4,601,212 shares of Common Stock issued or issuable under the 2012 Plan;](#)
- 9) [Registration Statement on Form S-8 \(File No. 333-236601\) filed on February 24, 2020, with respect to 4,581,942 shares of Common Stock to issued or issuable under the 2012 Plan;](#)
- 10) [Registration Statement on Form S-8 \(File No. 333-253413\) filed on February 23, 2021, with respect to 4,669,395 shares of Common Stock issued or issuable under the 2012 Plan; and](#)
- 11) [Registration Statement on Form S-8 \(File No. 333-262752\) filed on February 15, 2022, with respect to 4,237,601 shares of Common Stock issued or issuable under the 2012 Plan.](#)

On May 17, 2024, the Registrant’s stockholders approved the Corcept Therapeutics Incorporated 2024 Incentive Award Plan (the “2024 Plan”), which replaces the 2012 Plan. No further awards will be made under the 2012 Plan.

The number of shares of Common Stock initially authorized for issuance pursuant to the awards under the 2024 Plan includes (a) 8,000,000 shares of Common Stock, (b) 4,073,955 shares of Commons Stock, which equals the number of shares available for future grant under the 2012 Plan as of May 17, 2024 and (c) up to 26,983,775 shares of Common Stock, underlying awards outstanding under the 2012 Plan that, on or after May 17, 2024, terminate, expire or lapse for any reason without the delivery of shares to the holder thereof (such shares under clauses (b) and (c) , the “Carryover Shares”).

Contemporaneously with the filing of this Post-Effective Amendment, the Registrant is filing a Registration Statement on Form S-8 to register the 8,000,000 newly authorized shares of Common Stock that have become available for offer or sale pursuant to the 2024 Plan, which number does not include the Carryover Shares.

In accordance with C&DI 126.43 and pursuant to the undertaking in Item 512(a)(1)(iii) of Regulation S-K that the Registrant disclose a material change in the plan of distribution as it was originally disclosed in the Prior Registration Statements, this Post-Effective Amendment is filed to indicate that the Prior Registration Statements will also cover the issuance of the Carryforward Shares under the 2024 Plan (as such shares would no longer be issuable under the 2012 Plan as described above). No additional securities are being registered by this Post-Effective Amendment.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Post-Effective Amendment in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the introductory note to Part I of Form S-8. The document(s) containing the information specified in Part I will be sent or given to participants in the equity plans covered by this Post-Effective Amendment as specified by Rule 428(b)(1) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by the Registrant with the Securities and Exchange Commission (the "SEC") are hereby incorporated by reference into this Registration Statement:

- (a) The Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2023 filed with the SEC on February 15, 2024;
- (b) The Registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2024 filed with the SEC on May 1, 2024;
- (c) The information specifically incorporated by reference into the Registrant's Annual Report on Form 10-K for the year ended December 31, 2023 from the Registrant's definitive proxy statement on [Schedule 14A](#) filed with the SEC on April 10, 2024;
- (d) The Registrant's Current Reports on Form 8-K filed with the SEC on [January 2, 2024](#), [January 8, 2024](#) (other than the information furnished under Item 2.02 and Exhibit 99.1 thereto), [April 17, 2024](#) and [May 23, 2024](#); and
- (e) The description of the Registrant's common stock set forth in the Registration Statement on [Form 8-A](#) filed with the Commission on April 12, 2004 (File No. 000-50679) pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendments or reports filed for the purpose of updating such description, including the description of common stock contained in [Exhibit 4.2](#) of the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2020, filed with the Commission on February 23, 2021.

All other reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part of this Registration Statement from the date of the filing of such reports and documents, except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions.

For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

You should rely only on the information provided or incorporated by reference in this Registration Statement or any related prospectus. The Registrant has not authorized anyone to provide you with different information. You should not assume that the information in this Registration Statement or any related prospectus is accurate as of any date other than the date on the front of the document.

You may contact the Registrant in writing or orally to request copies of the above-referenced filings, without charge (excluding exhibits to such documents unless such exhibits are specifically incorporated by reference into the information incorporated into this Registration Statement). Requests for such information should be directed to:

Corcept Therapeutics Incorporated
149 Commonwealth Drive
Menlo Park, CA 94025
(650) 327-3270
Attn: Chief Financial Officer

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the General Corporation Law of the State of Delaware, or the DGCL, authorizes a corporation's board of directors to grant, and authorizes a court to award, indemnity to officers, directors and other corporate agents.

As permitted by Section 102(b)(7) of the DGCL, the Registrant's amended and restated certificate of incorporation and amended and restated bylaws contain provisions that limit the liability of the Registrant's directors for monetary damages to the fullest extent permitted by Delaware law. Consequently, the Registrant's directors are not personally liable to the Registrant or the Registrant's stockholders for monetary damages for any breach of fiduciary duties as directors, except liability for the following:

- any breach of their duty of loyalty to the Registrant or the Registrant's stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the DGCL; or
- any transaction from which they derived an improper personal benefit.

Any amendment to, or repeal of, these provisions will not eliminate or reduce the effect of these provisions in respect of any act, omission or claim that occurred or arose prior to that amendment or repeal. If the DGCL is amended to provide for further limitations on the personal liability of directors of corporations, then the personal liability of the Registrant's directors will be further limited to the greatest extent permitted by the DGCL.

The Registrant's amended and restated certificate of incorporation provides that the Registrant will, under certain circumstances, indemnify any director, officer, employee or agent of the Registrant, subject to any provisions contained in the Registrant's amended and restated bylaws. The Registrant's amended and restated bylaws provide that the Registrant will indemnify, to the fullest extent permitted by law, each person who was or is made a party or is threatened to be made a party to, or is otherwise involved in, any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Registrant, or is or was serving at the request of the Registrant, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against all expense, liability and loss (including, among other things, attorney's fees and amounts paid in settlement) reasonably incurred or suffered by such director, officer, employee or agent in connection therewith,

subject to certain conditions. The Registrant's amended and restated bylaws also provide the Registrant with the power to, to the extent authorized by the Registrant's board of directors, grant rights to indemnification and to advancement of expenses to any employee or agent of the Registrant to the fullest extent indemnification may be granted to the Registrant's directors and officers. In addition, the Registrant's amended and restated bylaws provide that the Registrant must advance expenses incurred by or on behalf of a director or officer in advance of the final disposition of any action or proceeding, subject to certain exceptions.

The Registrant has entered into separate indemnification agreements with each of its directors and executive officers that may be broader than the specific indemnification provisions contained in the DGCL. These indemnification agreements require the Registrant, among other things, to indemnify its directors and executive officers against liabilities that may arise by reason of their status or service. These indemnification agreements also require the Registrant to advance all expenses incurred by the directors and executive officers in investigating or defending any such action, suit or proceeding, subject to certain exceptions. The Registrant believes that these agreements are necessary to attract and retain qualified individuals to serve as directors and executive officers.

The limitation of liability and indemnification provisions that are included in the Registrant's amended and restated certificate of incorporation, amended and restated bylaws and indemnification agreements with its directors and executive officers may discourage stockholders from bringing a lawsuit against the Registrant's directors and executive officers for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against the Registrant's directors and executive officers even though an action, if successful, might benefit the Registrant and other stockholders. Further, a stockholder's investment may be adversely affected to the extent that the Registrant pays the costs of settlement and damage awards against directors and executive officers as required by these indemnification provisions. At present, the Registrant is not aware of any pending litigation or proceeding involving any person who is or was one of its directors, officers, employees or other agents or is or was serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, for which indemnification is sought, and the Registrant is not aware of any threatened litigation that may result in claims for indemnification.

The Registrant's amended and restated bylaws provide that the Registrant may purchase and maintain insurance, at its expense, to protect itself and any person who is or was a director, officer, employee or agent of the Registrant or is or was serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Registrant would have the power to indemnify such person against such expense, liability or loss under the DGCL. The Registrant maintains insurance under which, subject to the limitations of the insurance policies, coverage is provided to the Registrant's directors and executive officers against loss arising from claims made by reason of breach of fiduciary duty or other wrongful acts as a director or executive officer, including claims relating to public securities matters, and to the Registrant with respect to payments that may be made by the Registrant to these directors and executive officers pursuant to the Registrant's indemnification obligations or otherwise as a matter of law.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

| Exhibit Number | Description |
|----------------|---|
| 3.1 | <u>Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed on May 24, 2023).</u> |
| 3.2 | <u>Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on December 11, 2023).</u> |
| 4.1 | <u>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).</u> |
| 4.2 | <u>Corcept Therapeutics Incorporated 2012 Incentive Award Plan (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed with the SEC on May 21, 2012).</u> |
| 4.3 | <u>Form of 2012 Incentive Award Plan Stock Option Grant Notice and Agreement (incorporated by reference to Exhibit 10.14 to the Registrant's Annual Report on Form 10-K filed with the SEC on February 15, 2022).</u> |
| 4.4 | <u>Corcept Therapeutics Incorporated 2024 Incentive Award Plan (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed on April 10, 2024).</u> |
| 4.5 | <u>Corcept Therapeutics Incorporated 2024 Incentive Award Plan Form of Stock Option Grant Notice and Agreement (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-8 (Registration No. 333-279862) filed on May 31, 2024).</u> |
| 4.6 | <u>Corcept Therapeutics Incorporated 2024 Incentive Award Plan Form of Restricted Stock Award Grant Notice and Agreement (incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-8 (Registration No. 333-279862) filed on May 31, 2024).</u> |
| 5.1* | <u>Opinion of Paul Hastings LLP.</u> |
| 5.2 | <u>Opinion of Latham & Watkins LLP (previously filed on August 13, 2012 as Exhibit 5.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-183284) and incorporated herein by reference).</u> |
| 5.3 | <u>Opinion of Latham & Watkins LLP (previously filed on March 15, 2013 as Exhibit 5.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-187316) and incorporated herein by reference).</u> |
| 5.4 | <u>Opinion of Latham & Watkins LLP (previously filed on March 18, 2014 as Exhibit 5.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-194663) and incorporated herein by reference).</u> |
| 5.5 | <u>Opinion of Latham & Watkins LLP (previously filed on March 13, 2015 as Exhibit 5.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-202753) and incorporated herein by reference).</u> |
| 5.6 | <u>Opinion of Latham & Watkins LLP (previously filed on March 10, 2016 as Exhibit 5.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-210076) and incorporated herein by reference).</u> |
| 5.7 | <u>Opinion of Latham & Watkins LLP (previously filed on March 13, 2017 as Exhibit 5.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-216658) and incorporated herein by reference).</u> |
| 5.8 | <u>Opinion of Latham & Watkins LLP (previously filed on February 28, 2018 as Exhibit 5.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-223318) and incorporated herein by reference).</u> |
| 5.9 | <u>Opinion of Latham & Watkins LLP (previously filed on February 26, 2019, as Exhibit 5.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-229857) and incorporated herein by reference).</u> |

- 5.10 [Opinion of Latham & Watkins LLP \(previously filed on February 24, 2020 as Exhibit 5.1 to the Registrant's Registration Statement on Form S-8 \(File No. 333-236601\) and incorporated herein by reference\).](#)
- 5.11 [Opinion of Latham & Watkins LLP \(previously filed on February 23, 2021 as Exhibit 5.1 to the Registrant's Registration Statement on Form S-8 \(File No. 333-253413\) and incorporated herein by reference\).](#)
- 5.12 [Opinion of Latham & Watkins LLP \(previously filed on February 15, 2022 as Exhibit 5.1 to the Registrant's Registration Statement on Form S-8 \(File No. 333-262752\) and incorporated herein by reference\).](#)
- 23.1* [Consent of Independent Registered Public Accounting Firm.](#)
- 23.2* [Consent of Paul Hastings LLP is contained in Exhibit 5.1 to this Registration Statement.](#)
- 23.3 [Consent of Latham & Watkins LLP is contained in Exhibit 5.2 to this Registration Statement.](#)
- 23.4 [Consent of Latham & Watkins LLP is contained in Exhibit 5.3 to this Registration Statement.](#)
- 23.5 [Consent of Latham & Watkins LLP is contained in Exhibit 5.4 to this Registration Statement.](#)
- 23.6 [Consent of Latham & Watkins LLP is contained in Exhibit 5.5 to this Registration Statement.](#)
- 23.7 [Consent of Latham & Watkins LLP is contained in Exhibit 5.6 to this Registration Statement.](#)
- 23.8 [Consent of Latham & Watkins LLP is contained in Exhibit 5.7 to this Registration Statement.](#)
- 23.9 [Consent of Latham & Watkins LLP is contained in Exhibit 5.8 to this Registration Statement.](#)
- 23.10 [Consent of Latham & Watkins LLP is contained in Exhibit 5.9 to this Registration Statement.](#)
- 23.11 [Consent of Latham & Watkins LLP is contained in Exhibit 5.10 to this Registration Statement.](#)
- 23.12 [Consent of Latham & Watkins LLP is contained in Exhibit 5.11 to this Registration Statement.](#)
- 23.13 [Consent of Latham & Watkins LLP is contained in Exhibit 5.12 to this Registration Statement.](#)
- 24.1* [Power of Attorney is contained on the signature page.](#)

* Filed herewith.

ITEM 9. UNDERTAKINGS.

(a) The 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 this 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 this 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 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

Provided, however, that:

(A) paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in 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 this 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 therein, 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 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 that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(h) 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.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Menlo Park, State of California, on May 31, 2024.

Corcept Therapeutics Incorporated

By: /s/ Joseph K. Belanoff

Name: Joseph K. Belanoff, M.D.

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Joseph K. Belanoff and Atabak Mokari, and each or any one of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| SIGNATURE | TITLE | DATE |
|--|--|--------------|
| <u>/s/ JOSEPH K. BELANOFF</u> Joseph K. Belanoff | Chief Executive Officer, President and Director (Principal Executive Officer) | May 31, 2024 |
| <u>/s/ ATABAK MOKARI</u> Atabak Mokari | Chief Financial Officer (Principal Financial Officer) | May 31, 2024 |
| <u>/s/ JOSEPH DOUGLAS LYON</u> Joseph Douglas Lyon | Chief Accounting and Technology Officer (Principal Accounting Officer) | May 31, 2024 |
| <u>/s/ JAMES N. WILSON</u> James N. Wilson | Director and Chairman of the Board of Directors | May 31, 2024 |
| <u>/s/ GREGG ALTON</u> Gregg Alton | Director | May 31, 2024 |
| <u>/s/ G. LEONARD BAKER, JR.</u> G. Leonard Baker, Jr. | Director | May 31, 2024 |
| <u>/s/ GILLIAN CANNON</u> Gillian Cannon | Director | May 31, 2024 |

| | | |
|---|----------|--------------|
| <u>/s/ DAVID L. MAHONEY</u> David L. Mahoney | Director | May 31, 2024 |
| <u>/s/ JOSHUA MURRAY</u> Joshua Murray | Director | May 31, 2024 |
| <u>/s/ KIMBERLY PARK</u> Kimberly Park | Director | May 31, 2024 |
| <u>/s/ DANIEL N. SWISHER, JR</u> Daniel N. Swisher, Jr. | Director | May 31, 2024 |

PAUL HASTINGS

May 31, 2024

Corcept Therapeutics Incorporated
149 Commonwealth Drive
Menlo Park, CA 94025

Re: Post-Effective Amendment No. 1 to Registration Statements on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Corcept Therapeutics Incorporated, a Delaware corporation (the “*Company*”), in connection with the Post-Effective Amendment No. 1 to Registration Statements on Form S-8 (the “*Post-Effective Amendment*”) to be filed by the Company with the U.S. Securities and Exchange Commission (the “*Commission*”) on or about the date hereof under the Securities Act of 1933, as amended (the “*Securities Act*”). The Post-Effective Amendment provides for the registration of up to a maximum of 31,057,730 shares (such Shares, the “*Carryover Shares*”) of the Company’s common stock, \$0.001 par value per share (“*Common Stock*”), which is a portion of the shares of Common Stock previously registered pursuant to the following registration statements, that are or may become available for issuance pursuant to the Company’s 2024 Incentive Award Plan (the “*2024 Plan*”):

- (1) Registration Statement on Form S-8 (File No. 333-183284) filed on August 13, 2012 with respect to 15,710,531 shares of Common Stock issued or issuable under the Corcept Therapeutics Incorporated 2012 Incentive Award Plan, as amended (the “*2012 Plan*”);
- (2) Registration Statement on Form S-8 (File No. 333-187316) filed on March 15, 2013 with respect to 3,992,570 shares of Common Stock issued or issuable under the 2012 Plan;
- (3) Registration Statement on Form S-8 (File No. 333-194663) filed on March 18, 2014 with respect to 3,993,300 shares of Common Stock issued or issuable under the 2012 Plan;
- (4) Registration Statement on Form S-8 (File No. 333-202753) filed on March 13, 2015 with respect to 4,055,814 shares of Common Stock issued or issuable under the 2012 Plan;
- (5) Registration Statement on Form S-8 (File No. 333-210076) filed on March 10, 2016, with respect to 4,385,685 shares of Common Stock issued or issuable under the 2012 Plan;
- (6) Registration Statement on Form S-8 (File No. 333-216658) filed on March 13, 2017, with respect to 4,508,404 shares of Common Stock issued or issuable under the 2012 Plan;
- (7) Registration Statement on Form S-8 (File No. 333-223318) filed on February 28, 2018, with respect to 4,588,682 shares of Common Stock issued or issuable under the 2012 Plan;
- (8) Registration Statement on Form S-8 (File No. 333-229857) filed on February 26, 2019, with respect to 4,601,212 shares of Common Stock issued or issuable under the 2012 Plan;
- (9) Registration Statement on Form S-8 (File No. 333-236601) filed on February 24, 2020, with respect to 4,581,942 shares of Common Stock issued or issuable under the 2012 Plan;

- (10) Registration Statement on Form S-8 (File No. 333-253413) filed on February 23, 2021, with respect to 4,669,395 shares of Common Stock issued or issuable under the 2012 Plan; and
- (11) Registration Statement on Form S-8 (File No. 333-262752) filed on February 15, 2022, with respect to 4,237,601 shares of Common Stock issued or issuable under the 2012 Plan (the registration statements listed in (1) through (11) are referred to herein as the “**Registration Statements**”).

26,983,775 of the Carryover Shares will become available for issuance pursuant to the 2024 Plan to the extent that any such Carryover Shares underlying awards outstanding under the 2012 Plan that, on or after the May 17, 2024, terminate, expire or lapse of any reason without the delivery of shares of Common Stock to the holder thereof. 4,073,955 of the Carryover Shares were previously available for future grants under the 2012 Plan as of May 17, 2024.

As such counsel and for purposes of our opinion set forth below, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of such documents, resolutions, certificates and instruments of the Company and corporate records furnished to us by the Company, and have reviewed certificates of public officials, statutes, records and such other instruments and documents as we have deemed necessary or appropriate as a basis for the opinion set forth below, including, without limitation:

- (i) the Post-Effective Amendment;
- (ii) the Registration Statements;
- (iii) the Amended and Restated Certificate of Incorporation of the Company, certified by the Office of the Secretary of State of the State of Delaware on May 31, 2024;
- (iv) the Amended and Restated Bylaws of the Company, as presently in effect, as certified by an officer of the Company on May 31, 2024;
- (v) the 2012 Plan and the forms of award agreements related thereto;
- (vi) the 2024 Plan and the forms of award agreements related thereto;
- (vii) a certificate, dated as of May 31, 2024, from the Office of the Secretary of State of the State of Delaware, as to the existence and good standing of the Company in the State of Delaware (the “**Good Standing Certificate**”); and
- (viii) the resolutions adopted by the board of directors of the Company regarding the 2024 Plan and other matters related thereto, as certified by an officer of the Company on May 31, 2024.

In addition to the foregoing, we have made such investigations of law as we have deemed necessary or appropriate as a basis for the opinion set forth in this opinion letter.

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In such examination and in rendering the opinion expressed below, we have assumed, without independent investigation or verification: (i) the genuineness of all signatures on all agreements, instruments, corporate records, certificates and other documents submitted to us; (ii) the authenticity and completeness of all agreements, instruments, corporate records, certificates and other documents submitted to us as originals; (iii) that all agreements, instruments, corporate records, certificates and other documents submitted to us as certified, electronic, facsimile, conformed, photostatic or other copies conform to originals thereof, and that such originals are authentic and complete; (iv) the legal capacity and authority of all persons or entities (other than the Company) executing all agreements, instruments, corporate records, certificates and other documents submitted to us; (v) the due authorization, execution and delivery of all agreements, instruments, corporate records, certificates and other documents by all parties thereto (other than the Company); (vi) that no documents submitted to us have been amended or terminated orally or in writing except as has been disclosed to us in writing; (vii) that the statements contained in the certificates and comparable documents of public officials, officers and representatives of the Company and other persons on which we have relied for the purposes of this opinion letter are true and correct; (viii) that there has not been any change in the good standing status of the Company from that reported in the Good Standing Certificate; and (ix) that each of the officers and directors of the Company has properly exercised his or her fiduciary duties. As to all questions of fact material to this opinion letter, and as to the materiality of any fact or other matter referred to herein, we have relied (without independent investigation or verification) upon representations and certificates or comparable documents of officers and representatives of the Company. Our knowledge of the Company and its legal and other affairs is limited by the scope of our engagement, which scope includes the delivery of this opinion letter. We do not represent the Company with respect to all legal matters or issues. The Company may employ other independent counsel and, to our knowledge, handles certain legal matters and issues without the assistance of independent counsel. We have also assumed that the individual issuances, grants, awards or grants of purchase rights under the 2024 Plan will be duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law, the 2024 Plan and the agreements, forms of instrument, awards and grants duly adopted thereunder.

Based upon the foregoing, and in reliance thereon, and subject to the assumptions, limitations, qualifications and exceptions set forth herein, we are of the opinion that the Carryover Shares are duly authorized and, when issued and sold as described in the Registration Statements, as amended by the Post-Effective Amendment, and in accordance with the 2024 Plan and the applicable award agreements or forms of instrument evidencing purchase rights thereunder (including the receipt by the Company of the full consideration therefor), will be validly issued, fully paid and nonassessable.

Without limiting any of the other limitations, exceptions and qualifications stated elsewhere herein, we express no opinion with regard to the applicability or effect of the laws of any jurisdiction other than the General Corporation Law of the State of Delaware, as in effect on the date of this opinion letter.

This opinion letter deals only with the specified legal issues expressly addressed herein, and you should not infer any opinion that is not explicitly stated herein from any matter addressed in this opinion letter.

This opinion letter is rendered solely in connection with the issuance and delivery of the Carryover Shares as described in the Post-Effective Amendment and in accordance with the terms of the 2024 Plan and the applicable award agreement or form of instrument evidencing purchase rights thereunder. This opinion letter is rendered as of the date hereof, and we assume no obligation to advise you or any other person with regard to any change after the date hereof in the circumstances or the law that may bear on the matters set forth herein even if the change may affect the legal analysis or a legal conclusion or other matters in this opinion letter.

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We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Post-Effective Amendment. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Paul Hastings LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in Amendment No. 1 to the Registration Statements (Form S-8 Nos. 333-183284, 333-187316, 333-194663, 333-202753, 333-210076, 333-216658, 333-223318, 333-229857, 333-236601, 333-253413, and 333-262752) pertaining to the Corcept Therapeutics Incorporated 2024 Incentive Award Plan and 2012 Incentive Award Plan, of our reports dated February 15, 2024, with respect to the financial statements of Corcept Therapeutics Incorporated and the effectiveness of internal control over financial reporting of Corcept Therapeutics Incorporated, included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Mateo, California
May 31, 2024