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

**AMENDMENT NO.1
TO
SCHEDULE TO**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1) OF THE SECURITIES EXCHANGE ACT
OF 1934**

Corcept Therapeutics Incorporated

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Common Stock, \$0.001 par value
(Title of Class of Securities)

218352102
(CUSIP Number of Class of Securities)

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

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copy to:

Jeffrey T. Hartlin
Samantha Eldredge
Paul Hastings LLP
1117 S. California Avenue
Palo Alto, CA 94034
Telephone: (650) 320-1800
Facsimile: (650) 320-1900

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third Party Tender Offer)
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EXPLANATORY NOTE

This Amendment No. 1 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO initially filed by Corcept Therapeutics Incorporated, a Delaware corporation (“Corcept” or the “Company”), with the Securities and Exchange Commission on March 6, 2023 (together with any amendments or supplements thereto, including this Amendment, the “Schedule TO”), which relates to the offer by the Company to purchase up to 7,500,000 shares of its common stock, par value \$0.001 per share (the “Shares”), at a price not greater than \$22.00 nor less than \$19.25 per Share, as defined in the Offer to Purchase (defined below), to the seller in cash, less any applicable withholding taxes and without interest.

The Company’s offer was made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 6, 2023 (together with any amendments or supplements thereto, the “Offer to Purchase”), and in the related Letter of Transmittal (together with any amendments or supplements thereto, the “Letter of Transmittal”), copies of which were previously filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively (which together, as amended or supplemented from time to time, constitute the “Offer”).

This Amendment is being filed solely to refile Exhibit (a)(1)(G) of the Schedule TO, the Form of Notice of Withdrawal, to reflect the correction of typographical errors with respect to the maximum price per Share in the Offer. As described in the Offer to Purchase, the Letter of Transmittal and the other exhibits filed with the Schedule TO, the Offer is to purchase Shares at a price per Share not greater than \$22.00 nor less than \$19.25 per Share to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and conditions described in the Offer to Purchase, the Letter of Transmittal and in other related materials as may be amended or supplemented from time to time.

Except as amended hereby to the extent specifically provided herein, all terms of the Offer and all other disclosures set forth in the Schedule TO and the exhibits thereto remain unchanged and are hereby expressly incorporated into this Amendment by reference.

Capitalized terms used and not otherwise defined in this Amendment shall have the meanings assigned to such terms in the Schedule TO.

ITEM 12. EXHIBITS.

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
(a)(1)(A)*	Offer to Purchase, dated March 6, 2023.
(a)(1)(B)*	Letter of Transmittal (including IRS Form W-9).
(a)(1)(C)*	Notice of Guaranteed Delivery.
(a)(1)(D)*	Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees, dated March 6, 2023.
(a)(1)(E)*	Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and Other Nominees, dated March 6, 2023.
(a)(1)(F)*	Summary Advertisement, dated March 6, 2023.
(a)(1)(G)**	Form of Notice of Withdrawal.
(a)(1)(H)*	Email Communication to Employees.
(a)(2)	Not applicable.
(a)(3)	Not applicable.
(a)(4)	Not applicable.

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
(a)(5)*	Press Release, dated March 6, 2023.
(b)	None.
(d)(1)	Amended and Restated Severance and Change in Control Agreement by and between Corcept Therapeutics Incorporated and Joseph K. Belanoff, M. D., dated September 19, 2008 (incorporated by reference to Exhibit 10.25 to the registrant's Annual Report on Form 10-K filed on March 31, 2009).
(d)(2)	Amended and Restated Severance and Change in Control Agreement by and between Corcept Therapeutics Incorporated and James N. Wilson, dated September 19, 2008 (incorporated by reference to Exhibit 10.28 to the registrant's Annual Report on Form 10-K filed on March 31, 2009).
(d)(3)	Amended and Restated 2004 Equity Incentive Plan (incorporated by reference to Appendix A to the registrant's Proxy Statement on Schedule 14A filed on May 7, 2009).
(d)(4)	Form of Option Agreement for options granted pursuant to the Amended and Restated 2004 Equity Incentive Plan (incorporated by reference to Exhibit 10.25 to the registrant's Annual Report on Form 10-K filed on March 15, 2011).
(d)(5)	Severance and Change in Control Agreement by and between Corcept Therapeutics Incorporated and G. Charles Robb, dated September 1, 2011 (incorporated by reference to Exhibit 10.2 to the registrant's Quarterly Report on Form 10-Q filed on November 8, 2011).
(d)(6)	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).
(d)(7)	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 on February 15, 2022).
(d)(8)	Severance and Change in Control Agreement by and between Corcept Therapeutics Incorporated and Hazel Hunt, dated August 3, 2020 (incorporated by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q filed on August 4, 2020).
(d)(9)	Severance and Change in Control Agreement by and between Corcept Therapeutics Incorporated and Joseph Douglas ("J.D.") Lyon, dated August 3, 2020 (incorporated by reference to Exhibit 10.2 to the registrant's Quarterly Report on Form 10-Q filed on August 4, 2020).
(d)(10)	Severance and Change in Control Agreement by and between Corcept Therapeutics Incorporated and Sean Maduck, dated August 3, 2020 (incorporated by reference to Exhibit 10.3 to the registrant's Quarterly Report on Form 10-Q filed on August 4, 2020).
(d)(11)	Severance and Change in Control Agreement by and between Corcept Therapeutics Incorporated and Atabak Mokari, dated March 1, 2021 (incorporated by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K filed on March 1, 2021).
(d)(12)	Severance and Change in Control Agreement by and between Corcept Therapeutics Incorporated and William Guyer, dated February 9, 2022 (incorporated by reference to Exhibit 10.2 to the registrant's Annual Report on Form 10-K filed on February 15, 2022).
(d)(13)	Form of 2012 Incentive Award Plan Restricted Stock Unit Grant Notice and Agreement (incorporated by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q filed on August 4, 2022).

EXHIBIT NUMBER**DESCRIPTION**

(d)(14)	Form of 2012 Incentive Award Plan Restricted Stock Award Grant Notice and Agreement (incorporated by reference to Exhibit 10.2 to the registrant's Quarterly Report on Form 10-Q filed on August 4, 2022).
(g)	None.
(h)	None.
107*	Filing Fee Table.

* Previously Filed.

** Filed Herewith.

SIGNATURE

After due 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.

Corcept Therapeutics Incorporated

Date: March 7, 2023

By: /s/Atabak Mokari
Atabak Mokari
Chief Financial Officer

INDEX TO EXHIBITS

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(g)	None.
(h)	None.
107*	Filing Fee Table.

* Previously Filed.

** Filed Herewith.

**Notice of Withdrawal
For Tender of Shares of Common Stock
Pursuant to the Offer to Purchase, Dated March 6, 2023
by
Corcept Therapeutics Incorporated**

**Up to 7,500,000 Shares of its Common Stock
At a Cash Purchase Price Not Greater than \$22.00 per Share Nor Less than \$19.25 per Share**

THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS WILL EXPIRE AT ONE (1) MINUTE AFTER 11:59 P.M., NEW YORK CITY TIME, ON MARCH 31, 2023, UNLESS THE OFFER IS EXTENDED OR TERMINATED (SUCH DATE AND TIME, AS THEY MAY BE EXTENDED, THE "EXPIRATION DATE").

The undersigned hereby withdraws the tender of his, her or its shares of common stock, par value \$0.001 per share (each, a "Share," and collectively, "Shares"), of Corcept Therapeutics Incorporated, a Delaware corporation (the "Company," "we," "us" or "our") pursuant to the offer of the Company to purchase up to 7,500,000 of its Shares at a price calculated as described in the Offer to Purchase (as defined below) that is a price not greater than \$22.00 nor less than \$19.25 per Share to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and conditions described in the Offer to Purchase, dated March 6, 2023 (together with any amendments or supplements thereto, the "Offer to Purchase"), in the related Letter of Transmittal (together with any amendments or supplements thereto, the "Letter of Transmittal") and in other related materials as may be amended or supplemented from time to time (collectively, with the Offer to Purchase and this Letter of Transmittal, the "Offer").

If you have questions or need assistance, you should contact D.F. King & Co., Inc., the information agent for the offer (the "Information Agent"), or Piper Sandler & Co., the dealer manager for the Offer (the "Dealer Manager"), at their respective addresses and telephone numbers set forth on the back cover of the Offer to Purchase. If you require additional copies of the Offer to Purchase, the Letter of Transmittal, the Notice of Guaranteed Delivery, the IRS Form W-9 or other related materials, you should contact the Information Agent. Copies will be furnished promptly at the Company's expense.

All withdrawals of Shares previously tendered in the Offer must comply with the procedures set forth in Section 4 of the Offer to Purchase.

The undersigned has identified in the table below the Shares that are being withdrawn from the Offer. If a stockholder has used more than one Letter of Transmittal or has otherwise tendered Shares in more than one

group of Shares, the stockholder may withdraw Shares using either separate written notices of withdrawal or a combined written notice of withdrawal, so long as the information specified above is included.

DESCRIPTION OF SHARES TO BE WITHDRAWN

SHARES TO BE WITHDRAWN	PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES WERE TENDERED
Number of Shares:	<input type="checkbox"/> Shares Tendered At Price Determined By Stockholder
	<input type="checkbox"/> \$19.25
	<input type="checkbox"/> \$19.50
	<input type="checkbox"/> \$19.75
	<input type="checkbox"/> \$20.00
	<input type="checkbox"/> \$20.25
	<input type="checkbox"/> \$20.50
	<input type="checkbox"/> \$20.75
	<input type="checkbox"/> \$21.00
	<input type="checkbox"/> \$21.25
	<input type="checkbox"/> \$21.50
	<input type="checkbox"/> \$21.75
	<input type="checkbox"/> \$22.00

DESCRIPTION OF SHARES TO BE WITHDRAWN

SHARES TO BE WITHDRAWN	PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES WERE TENDERED
Number of Shares:	<input type="checkbox"/> Shares Tendered At Price Determined By Stockholder
CUSIP NO:	<input type="checkbox"/> \$19.25
	<input type="checkbox"/> \$19.50
Name of Tendering Stockholder:	<input type="checkbox"/> \$19.75
	<input type="checkbox"/> \$20.00
Name of Registered Holder of the Shares:	<input type="checkbox"/> \$20.25
	<input type="checkbox"/> \$20.50
Serial Numbers for Certificates for Shares (if applicable):	<input type="checkbox"/> \$20.75
	<input type="checkbox"/> \$21.00
	<input type="checkbox"/> \$21.25
	<input type="checkbox"/> \$21.50
	<input type="checkbox"/> \$21.75
	<input type="checkbox"/> \$22.00

DESCRIPTION OF SHARES TO BE WITHDRAWN

SHARES TO BE WITHDRAWN	PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES WERE TENDERED
Number of Shares:	<input type="checkbox"/> Shares Tendered At Price Determined By Stockholder
CUSIP NO:	<input type="checkbox"/> \$19.25
	<input type="checkbox"/> \$19.50
Name of Tendering Stockholder:	<input type="checkbox"/> \$19.75
	<input type="checkbox"/> \$20.00
Name of Registered Holder of the Shares:	<input type="checkbox"/> \$20.25
	<input type="checkbox"/> \$20.50
Serial Numbers for Certificates for Shares (if applicable):	<input type="checkbox"/> \$20.75
	<input type="checkbox"/> \$21.00
	<input type="checkbox"/> \$21.25
	<input type="checkbox"/> \$21.50
	<input type="checkbox"/> \$21.75
	<input type="checkbox"/> \$22.00

For withdrawals of Shares delivered through The Depository Trust Company (the “Book-Entry Transfer Facility”), this notice of withdrawal (this “Notice of Withdrawal”) should only be used for such withdrawals if the undersigned needs to withdraw Shares after the Book-Entry Transfer Facility closes, which is expected to occur at 5:00 p.m., New York City time, on the Expiration Date. Otherwise, the Book-Entry Transfer Facility’s form of notice of withdrawal should be used to withdraw such Shares.

Once the Book-Entry Transfer Facility has closed, if you beneficially own Shares that were previously delivered through the Book-Entry Transfer Facility, then in order to properly withdraw your Shares, the institution through which your Shares are held must deliver via email this Notice of Withdrawal to Continental Stock Transfer & Trust Company, the depository for the Offer (the “**Depository**”), at (917) 262-2378 prior to one (1) minute after 11:59 p.m., New York City time, on the Expiration Date. You should consult with such institution on the procedures that must be complied with and the time by which such procedures must be completed to ensure that the institution has ample time to submit this Notice of Withdrawal on your behalf prior to one minute after 11:59 p.m. on the Expiration Date.

This form must be signed below by the applicable Book-Entry Transfer Facility participant as its name appears on a security position listing showing such participant as the owner of the Shares being tendered. If signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer or other person acting in a fiduciary or representative capacity, please set forth the full title of such persons.

Name of Book-Entry Transfer Facility Participant: _____
Account Number(s): _____
Signature(s): _____
Capacity (Full Title): _____
Address (and Zip Code): _____
Telephone Number: _____
TIN or SSN: _____
Book-Entry Transfer Facility Participant No.: _____
Transaction Code Number: _____
Date: _____

We will determine all questions as to the form and validity, including the time of receipt, of any notice of withdrawal, in our sole discretion, which determination will be final and binding on all parties absent a finding to the contrary by a court of competent jurisdiction. Neither we nor the Dealer Manager, the Depository, the Information Agent or any other person will be obligated to give notice of any defects or irregularities in any notice of withdrawal, nor will any of the foregoing incur liability for failure to give any such notification.

Withdrawals may not be rescinded, and any Shares properly withdrawn will be deemed not properly tendered for purposes of the Offer. However, withdrawn Shares may be re-tendered before the Expiration Date by again following one of the procedures described in Section 3 of the Offer to Purchase.