

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K**

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

May 19, 2023
Date of Report (date of earliest event reported)

Corcept Therapeutics Incorporated

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

000-50679
(Commission File Number)

77-0487658
(I.R.S. Employer Identification No.)

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

(650) 327-3270
Registrant's telephone number, including area code

Not Applicable
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	CORT	The Nasdaq Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

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 13(a) of the Exchange Act.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

At the 2023 annual meeting of stockholders of Corcept Therapeutics Incorporated (the “Company”) held on May 19, 2023 (the “Annual Meeting”), the Company’s stockholders approved an amendment and restatement of the Company’s Amended and Restated Certificate of Incorporation (the “Restated Certificate of Incorporation”) to reflect Delaware law provisions allowing officer exculpation. The Restated Certification of Incorporation was filed with the Secretary of State of the State of Delaware on May 22, 2023. A copy of the Restated Certificate of Incorporation is attached to this Current Report on Form 8-K as Exhibit 3.1 and is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders

On May 19, 2023, the Company held the Annual Meeting to consider and vote on the following proposals: 1) to elect nine directors to hold office until our 2024 annual meeting of stockholders, 2) to ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023, 3) to approve, on an advisory basis, the compensation of the Company’s named executive officers, 4) to recommend, by non-binding advisory vote, the frequency of the advisory vote on the compensation of the Company’s named executive officers, and 5) to approve the amendment and restatement of the Company’s Amended and Restated Certificate of Incorporation to reflect Delaware law provisions allowing officer exculpation.

A total of 102,207,236 shares of the Company’s common stock held by stockholders of record at the close of business on April 6, 2023 were entitled to vote at the Annual Meeting. The total number of shares voted at the Annual Meeting was 89,994,463. The voting on the five matters is set forth below:

Proposal 1 — Election of Directors. The following directors were elected to serve until the Company’s 2024 annual meeting of stockholders.

Director	For	Withheld	Broker Non-Votes
Gregg Alton	68,542,369	2,239,025	19,213,069
G. Leonard Baker, Jr.	66,577,355	4,204,039	19,213,069
Joseph K. Belanoff, M.D.	70,198,149	583,245	19,213,069
Gillian M. Cannon, Ph.D.	68,240,572	2,540,822	19,213,069
David L. Mahoney	68,932,261	1,849,133	19,213,069
Joshua M. Murray	70,337,272	444,122	19,213,069
Kimberly Park	63,533,589	7,247,805	19,213,069
Daniel N. Swisher, Jr.	67,206,994	3,574,400	19,213,069
James N. Wilson	66,198,888	4,582,506	19,213,069

Proposal 2 — The appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023 was ratified.

For	88,986,042
Against	923,595
Abstain	84,826
Broker Non-Votes	

Proposal 3 — Advisory vote to approve the compensation of named executive officers.

For	69,095,025
Against	1,450,799
Abstain	235,570
Broker Non-Votes	19,213,069

Proposal 4 — Advisory vote on the frequency of the vote on compensation of named executive officers.

3 years	28,623,378
2 years	127,477
1 year	41,624,266
Abstain	406,273
Broker Non-Votes	19,213,069

The Company's Board of Directors determined that the Company will hold an advisory vote on compensation of our named executive officers every year until the next frequency advisory vote, which is scheduled to be held no later than the Company's 2029 annual meeting of stockholders.

Proposal 5 — The amendment and restatement of the Company's Amended and Restated Certificate of Incorporation to reflect Delaware law provisions allowing officer exculpation was approved.

For	62,951,214
Against	7,616,002
Abstain	214,178
Broker Non-Votes	19,213,069

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibits No.	Description
3.1	Restated Certificate of Incorporation
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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

CORCEPT THERAPEUTICS INCORPORATED

Date: May 24, 2023

By: /s/ Atabak Mokari
Name: Atabak Mokari
Title: Chief Financial Officer and Treasurer

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
CORCEPT THERAPEUTICS INCORPORATED**

Corcept Therapeutics Incorporated, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

- a. The name of the Corporation is Corcept Therapeutics Incorporated. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 13, 1998, and a Certificate of Designations, Preferences and Rights of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on May 26, 1999.
- b. This Amended and Restated Certificate of Incorporation amends, restates, and integrates the provisions of the Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on May 7, 2001, as amended by the Certificate of Amendment of Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on December 18, 2002.
- c. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware (the "DGCL"), and has been duly approved by the written consent of the stockholders of the Corporation in accordance with Section 228 of the DGCL.
- d. The text of the Certificate of Incorporation of this Corporation is hereby amended and restated to read in its entirety as follows:

FIRST

The name of the Corporation is Corcept Therapeutics Incorporated.

SECOND

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Corporation Trust Center, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law.

FOURTH

- A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is Two Hundred Ninety Million (290,000,000), consisting of Two Hundred Eighty Million (280,000,000) shares of common stock, par value \$0.001 per share (the "Common Stock"), and Ten Million (10,000,000) shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock").
- B. The board of directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in one or more series, and by filing a certificate pursuant to the applicable law of the State of Delaware (such certificate being hereinafter referred to as a "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers,

preferences, and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation.

- C. Each outstanding share of Common Stock shall entitle the holder thereof to one vote on each matter properly submitted to the stockholders of the Corporation for their vote; provided, however, that, except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to this Certificate of Incorporation (including any Certificate of Designations relating to any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon by law or pursuant to this Certificate of Incorporation (including any Certificate of Designations relating to any series of Preferred Stock).

FIFTH

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

- A. The business and affairs of the Corporation shall be managed by or under the direction of the board of directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.
- B. The directors of the Corporation need not be elected by written ballot unless the bylaws so provide.
- C. Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing by such stockholders.
- D. Special meetings of stockholders of the Corporation may be called only by the Chairman of the Board or the President or by the board of directors acting pursuant to a resolution adopted by a majority of the Whole Board. For purposes of this Certificate of Incorporation, the term "Whole Board" shall mean the total number of authorized directors whether or not there exist any vacancies in previously authorized directorships.

SIXTH

- A. Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, the number of directors shall be fixed from time to time exclusively by the board of directors pursuant to a resolution adopted by a majority of the Whole Board. At each annual meeting of stockholders, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the succeeding annual meeting of stockholders after their election, with each director to hold office until his or her successor shall have been duly elected and qualified.
- B. Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the board of directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall, unless otherwise required by law or by resolution of the board of directors, be filled only by a majority vote of the directors then in office, though less than a quorum (and not by stockholders), and directors so chosen shall serve for a term expiring at the next annual meeting of stockholders or until such director's successor shall have been duly elected and qualified. No decrease in the authorized number of directors shall shorten the term of any incumbent director.

- C. Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the bylaws of the Corporation.

SEVENTH

The board of directors is expressly empowered to adopt, amend or repeal the bylaws of the Corporation. Any adoption, amendment or repeal of the bylaws of the Corporation by the board of directors shall require the approval of a majority of the Whole Board. The stockholders shall also have power to adopt, amend or repeal the bylaws of the Corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least Sixty Six and Two Thirds percent (66 2/3%) of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required for the stockholders to adopt, amend or repeal any provision of the bylaws of the Corporation.

EIGHTH

A director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) with respect to a director, under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director or officer derived an improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

NINTH

The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the laws of the State of Delaware and all rights conferred upon stockholders are granted subject to this reservation.

IN WITNESS WHEREOF, Concept Therapeutics Incorporated, has caused this Amended and Restated Certificate of Incorporation to be signed by a duly authorized officer of the Corporation on this 22nd day of May, 2023.

By : /s/ G. Charles Robb
Name: G. Charles Robb
Chief Business Officer