
**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**

Date of Report (Date of earliest event reported): January 20, 2011

Corcept Therapeutics Incorporated

(Exact name of registrant as specified in its charter)

000-50679
(Commission
File Number)

Delaware
(State or other jurisdiction
of incorporation)

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

149 Commonwealth Drive
Menlo Park, CA 94025
(Address of principal executive offices, with zip code)

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

(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))
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Item 8.01 Other Information

On January 20, 2011, we announced that we are offering to sell shares of our common stock, par value \$0.001 per share, in an underwritten public offering pursuant to an effective shelf registration statement on Form S-3 (File No. 333-168928), as amended, previously filed with the Securities and Exchange Commission, or SEC.

Our press release, dated January 20, 2011, announcing the offering is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Statements made in this current report on Form 8-K, other than statements of historical fact, are forward-looking statements, including, for example, statements relating to our expectations regarding the completion and timing of the offering and the intended use of the proceeds from the offering. Forward-looking statements are subject to a number of known and unknown risks and uncertainties that might cause actual results to differ materially from those expressed or implied by such statements. These risks and uncertainties include, without limitation, risks and uncertainties related to market conditions and satisfaction of customary closing conditions related to the offering. We cannot assure you that we will be able to complete the offering on the anticipated terms, or at all. If we are unable to raise additional capital when required or on acceptable terms, we may have to significantly delay, scale back or discontinue one or more of our drug development or discovery research programs. These and other risk factors are set forth in our annual report on Form 10-K for the fiscal year ended December 31, 2009, as amended, and subsequent SEC filings. We disclaim any intention or duty to update any forward-looking statements made in this current report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release of Corcept Therapeutics Incorporated dated January 20, 2011.

SIGNATURES

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: January 20, 2011

By: _____ /s/ CAROLINE M. LOEWY
Caroline M. Loewy
Chief Financial Officer

EXHIBIT INDEX

99.1 Press Release of Corcept Therapeutics Incorporated dated January 20, 2011.



CONTACT:
Caroline Loewy
Chief Financial Officer
Corcept Therapeutics
650-688-8783
cloewy@corcept.com
www.corcept.com

CORCEPT THERAPEUTICS ANNOUNCES PROPOSED PUBLIC OFFERING OF COMMON STOCK

MENLO PARK, Calif. (January 20, 2011) – Corcept Therapeutics Incorporated (“Corcept”) (NASDAQ: CORT), a pharmaceutical company engaged in the discovery and development of drugs for the treatment of severe metabolic and psychiatric disorders, today announced that it is offering to sell shares of its common stock in an underwritten public offering. Corcept also expects to grant the underwriters a 30 day option to purchase up to an additional 15% of the shares of common stock offered in the public offering to cover over-allotments, if any. All of the shares in the offering are being sold by Corcept.

The shares will be issued pursuant to a shelf registration statement on Form S-3 previously filed with and declared effective by the Securities and Exchange Commission (“SEC”). Corcept will also file with the SEC a prospectus supplement with respect to the offering. Stifel Nicolaus Weisel and Leerink Swann LLC are joint book-running managers and JMP Securities and Ladenburg Thalmann & Co. Inc. are co-managers.

Corcept intends to use the net proceeds from the offering to fund research and development activities, including clinical trials, to fund commercialization activities, to fund working capital and for general corporate purposes.

This announcement shall not constitute an offer to sell or the solicitation of an offer to buy any securities of Corcept, nor shall there be any sale of securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Copies of the prospectus supplement and accompanying prospectus may be obtained, when available, from Stifel, Nicolaus & Company, Incorporated, Attention: Prospectus Department, One Montgomery Street, Suite 3700, San Francisco, California 94104, by calling 415-364-2720, or via fax request to 415-364-2799.

About Corcept Therapeutics Incorporated

Corcept is a pharmaceutical company engaged in the discovery and development of drugs for the treatment of severe metabolic and psychiatric disorders. The company has two Phase 3 programs: CORLUX for the treatment of Cushing’s Syndrome and CORLUX for the treatment of the psychotic features of psychotic depression. Corcept also has a Phase 1b/2a program for CORT 108297 and an IND-enabling program for CORT 113083. Corcept has developed an extensive intellectual property portfolio that covers the use of GR-II antagonists in the treatment of a wide variety of metabolic and psychiatric disorders, including the prevention of weight gain caused by the use of antipsychotic medication, as well as composition of matter patents for its selective GR-II antagonists.

Forward-Looking Statements

Statements made in this news release, other than statements of historical fact, are forward-looking statements, including, for example, statements relating to Corcept's expectations regarding the completion and timing of the proposed public offering and the intended use of the proceeds from the offering. Forward-looking statements are subject to a number of known and unknown risks and uncertainties that might cause actual results to differ materially from those expressed or implied by such statements. These risks and uncertainties include, without limitation, risks and uncertainties related to market conditions and satisfaction of customary closing conditions related to the public offering. There can be no assurance that Corcept will be able to complete the public offering on the anticipated terms, or at all. If Corcept is unable to raise additional capital when required or on acceptable terms, it may have to significantly delay, scale back or discontinue one or more of its drug development or discovery research programs. These and other risk factors are set forth in the Corcept's Annual Report on Form 10-K for the year ended December 31, 2009, as amended, and its other SEC filings, all of which are available on its website (www.corcept.com) or from the SEC's website (www.sec.gov). Corcept disclaims any intention or duty to update any forward-looking statement made in this news release.