

---

---

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

---

**AMENDMENT NO. 2  
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)
- 
-

## AMENDMENT NO. 2 TO SCHEDULE TO

This Amendment No. 2 (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 (the “SEC”) on March 6, 2023 (together with any amendments or supplements thereto, including Amendment No. 1 filed by the Company with the SEC on March 7, 2023 (“Amendment No. 1”) and 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, including Amendment No. 1, the “Offer to Purchase”), and in the related Letter of Transmittal (together with any amendments or supplements thereto, including Amendment No. 1, 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 to amend and supplement the Schedule TO. 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.

### **Items 1 through 11.**

#### **Amendment to the Offer to Purchase**

The information set forth in the Offer to Purchase under the caption “Section 11. Certain Information Concerning Us” and Items 1 through 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, is hereby amended and supplemented by adding to the bullet-point list under the subheading entitled “Incorporation by Reference” the following:

“On April 3, 2023, the Company issued a press release announcing the preliminary results of the Offer, which expired one minute after 11:59 p.m., New York City time, on March 31, 2023. A copy of such press release is filed as Exhibit (a)(6) to this Amendment and is incorporated by reference herein.”

### **Item 12. Exhibits**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

“(a)(6) Press Release dated April 3, 2023.”

---

**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: April 3, 2023

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

## INDEX TO EXHIBITS

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
(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.
(a)(5)*	Press Release, dated March 6, 2023.
(a)(6)**	Press Release, dated April 3, 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).

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
(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).
(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.



**CONTACT:**  
Corcept Therapeutics  
Incorporated  
Investor Relations  
[ir@corcept.com](mailto:ir@corcept.com)  
[www.corcept.com](http://www.corcept.com)

### Corcept Therapeutics Announces Preliminary Results of Tender Offer

**MENLO PARK, Calif., April 3, 2023** — Corcept Therapeutics Incorporated (Nasdaq: COURT), a commercial-stage company engaged in the discovery and development of medications to treat severe endocrine, oncologic, metabolic and neurological disorders by modulating the effects of the hormone cortisol, today announced the preliminary results of its previously announced tender offer to purchase up to 7,500,000 shares of its common stock, par value \$0.001 per share, at a price not greater than \$22.00 nor less than \$19.25 per share, in cash, less any applicable withholding taxes and without interest (the “Tender Offer”), which expired one minute after 11:59 p.m., New York City time, on March 31, 2023.

Based on the preliminary count by Continental Stock Transfer & Trust Company, the depositary for the Tender Offer (the “Depositary”), 6,630,151 shares of Corcept’s common stock were validly tendered and not properly withdrawn at or below a purchase price of \$22.00 per share, including 2,040,587 shares tendered by notice of guaranteed delivery.

In accordance with the terms and conditions of the Tender Offer, based on these preliminary results, Corcept expects to purchase 6,630,151 shares of common stock at a purchase price of \$22.00 per share, for an aggregate cost of \$145,863,322, excluding fees, any excise taxes and expenses relating to the Tender Offer. The number of shares that Corcept expects to purchase in the Tender Offer represents approximately 6 percent of the total number of shares of common stock outstanding as of March 30, 2023. Corcept expects to have 101,435,180 shares of common stock outstanding immediately following payment for the shares of common stock purchased in the Tender Offer.

The number of shares of common stock expected to be purchased by Corcept and the aggregate purchase price are preliminary and subject to change. The preliminary information contained in this press release is subject to confirmation by the Depositary and is based on the assumption that all shares of common stock tendered through notice of guaranteed delivery will be delivered within the two trading-day settlement period. The actual number of shares of common stock to be purchased by Corcept and the actual purchase price information will be announced following the completion by the Depositary of the confirmation process. Payment for the shares of common stock accepted for purchase under the Tender Offer will occur promptly thereafter.

The sole dealer manager for the Tender Offer is Piper Sandler & Co. D.F. King & Co., Inc. is serving as the information agent for the Tender Offer and Continental Stock Transfer & Trust Company is serving as the depositary. **For all questions relating to the Tender Offer, please contact the information agent, D.F. King & Co., Inc. at [cort@dfking.com](mailto:cort@dfking.com) or call toll-free at 1 (800) 821-8781, or call the dealer manager, Piper Sandler & Co. at (312) 267-5100.**

#### Important Notice

This press release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any securities of Corcept.

---

## **About Corcept Therapeutics**

Corcept has discovered a large portfolio of proprietary compounds that selectively modulate the effects of cortisol and owns extensive United States and foreign intellectual property covering both their composition and their use to treat a variety of serious disorders. Clinical trials are being conducted with the company's leading selective cortisol modulators as potential treatments for patients with serious disorders – Cushing's syndrome, ovarian, prostate and adrenal cancer, ALS, post-traumatic stress disorder and liver disease. Corcept's drug Korlym® was the first medication approved by the U.S. Food and Drug Administration for the treatment of patients with Cushing's syndrome.