SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL								
OMB Number: 3235-0287								
Estimated average burden								
hours per response:	0.5							

1. Name and Address of Reporting Person [*] SWEET DAVID E			2. Issuer Name and Ticker or Trading Symbol <u>CORCEPT THERAPEUTICS INC</u> [CORT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner
(Loot) (Firot) (Middlo)		()	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2009	Officer (give title Other (specify below) below)
(Street) PALO ALTO	CA	943041005	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person
(City)	(State)	(Zip)	-	Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table 1 Hon Denvalve decunities Acquired, Disposed of or Denenotary owned											
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(
Common Stock	02/06/2009		P ⁽¹⁾		501,910	A	\$0.687(1)	4,338,742	Ι	By Ltd Partnership (SHV) ⁽²⁾	
Common Stock	02/06/2009		P ⁽¹⁾		6,813	A	\$0.687(1)	21,938	I	By Trust ⁽³⁾	
Common Stock								9,627	D		
Common Stock								29,273	I	By Ltd Partnership (SHAI) ⁽⁴⁾	
Common Stock								74,113	I	By Ltd Partnership (SHQP) ⁽⁵⁾	
Common Stock								10,215	I	By Profit Sharing Plan Trust ⁽⁶⁾	

	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of E		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock Warrant	\$2.77	02/06/2009		P ⁽¹⁾		53,640		03/25/2008	03/24/2015	Common Stock	53,640	\$0.125 ⁽¹⁾	400,199	Ι	By Ltd Partnership (SHV) ⁽²⁾
Common Stock Warrant	\$2.77	02/06/2009		P ⁽¹⁾		728		03/25/2008	03/24/2015	Common Stock	728	\$0.125 ⁽¹⁾	728	I	By Trust ⁽³⁾
Common Stock Warrant	\$2.77							03/25/2008	03/24/2015	Common Stock	3,075		3,075	I	By Profit Sharing Plan Trust ⁽⁶⁾

Explanation of Responses:

1. Purchased as part of a unit in a transaction between private parties as purchasers and Paperboy Ventures LLC as the seller. Each unit consists of one share of common stock and 10.69% warrant coverage and was purchased at a price of \$0.70. The unit price has been allocated between the common stock and the warrant as follows: \$0.687 per share of common stock and \$0.013 for the warrant to purchase 10.69% of a share of common stock (representing a warrant pruchase price of \$0.125 for a warrant to purchase one share of common stock).

2. Shares held by Sutter Hill Ventures, A California Limited Partnership. The reporting person is a Managing Director of the General Partner of Sutter Hill Ventures, A California Limited Partnership. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.

3. Shares held by a trust of which the reporting person is a trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the trust. 4. Shares held by Sutter Hill Entrepreneurs Fund (AI), L.P. The reporting person is a Managing Director of the General Partner of Sutter Hill Entrepreneurs Fund (AI), L.P. The reporting person disclaims beneficial ownership in these shares except as to the reporting person disclaims beneficial ownership.

5. Shares held by Sutter Hill Entrepreneurs Fund (QP), L.P. The reporting person is a Managing Director of the General Partner of Sutter Hill Entrepreneurs Fund (QP), L.P. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.

Remarks:

By: Robert Yin, by power of

<u>attorney</u>

02/10/2009

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Know all by these presents, that the undersigned hereby authorizes Robert Yin, Patricia Tom, David L. Anderson, G. Leonard Baker, Jr., Tench Coxe, Gregory P. Sands, Jeffrey W. Bird, James C. Gaither, James N. White, or William H. Younger, Jr. to execute for and on behalf of the undersigned Forms 3, 4, and 5, and any Amendments thereto for Corcept Therapeutics, Incorporated ("the Company"), and cause such form(s) to be filed with the United States Securities and Exchange Commission pursuant to Section 16(a)of the Securities Act of 1934, relating to the undersigned's beneficial ownership of securities in the Company. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such a capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

In witness whereof, the undersigned has caused this Power of Attorney to be executed as of this 30th day of September, 2005.

/s/ David E. Sweet