

SANDS GREGORY P

Form 4

February 10, 2009

**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 OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SANDS GREGORY P

2. Issuer Name **and** Ticker or Trading  
Symbol  
CORCEPT THERAPEUTICS INC  
[CORT]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

755 PAGE MILL ROAD, SUITE  
A-200

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/06/2009

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

PALO ALTO, CA 943041005

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/06/2009                              |                                                             | P <sup>(1)</sup>                     | 501,910                                                                 | A<br>\$<br>0.687<br><sup>(1)</sup>                                                                                 | 4,338,742                                                               | I<br>By Ltd<br>Partnership<br>(SHV) <sup>(2)</sup>                |
| Common<br>Stock                       | 02/06/2009                              |                                                             | P <sup>(1)</sup>                     | 19,870                                                                  | A<br>\$<br>0.687<br><sup>(1)</sup>                                                                                 | 85,808                                                                  | I<br>By Trust <sup>(3)</sup>                                      |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 23,889                                                                  | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 29,273                                                                  | I<br>By Ltd<br>Partnership                                        |

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|              |        |   |                                                                   |
|--------------|--------|---|-------------------------------------------------------------------|
| Common Stock | 74,113 | I | (SHAI) <sup>(4)</sup><br>By Ltd Partnership (SHQP) <sup>(5)</sup> |
| Common Stock | 2,532  | I | By Profit Sharing Plan Trust <sup>(6)</sup>                       |
| Common Stock | 9,627  | I | By Trust (CRT) <sup>(7)</sup>                                     |

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

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(9-02)

**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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Common Stock Warrant                       | \$ 2.77                                                | 02/06/2009                           |                                                    | P <sup>(1)</sup>               |                                                                                         | 53,640                                                   |     | 03/25/2008                                                    | 03/24/2015      | Common Stock | 53,640                     |
| Common Stock Warrant                       | \$ 2.77                                                | 02/06/2009                           |                                                    | P <sup>(1)</sup>               |                                                                                         | 2,123                                                    |     | 03/25/2008                                                    | 03/24/2015      | Common Stock | 2,123                      |

## Reporting Owners

| Reporting Owner Name / Address                                                | Relationships                    |
|-------------------------------------------------------------------------------|----------------------------------|
|                                                                               | Director 10% Owner Officer Other |
| SANDS GREGORY P<br>755 PAGE MILL ROAD, SUITE A-200<br>PALO ALTO, CA 943041005 | X                                |

## Signatures

By: Robert Yin, by power of  
attorney

02/10/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

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

- (1) 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 purchase price of \$0.125 for a warrant to purchase one share of common stock).

Shares held by Sutter Hill Ventures, A California Limited Partnership. The reporting person is a Managing Director of the General

- (2) 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.

Shares held by Sutter Hill Entrepreneurs Fund (AI), L.P. The reporting person is a Managing Director of the General Partner of Sutter

- (4) Hill Entrepreneurs Fund (AI), L.P. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.

Shares held by Sutter Hill Entrepreneurs Fund (QP), L.P. The reporting person is a Managing Director of the General Partner of Sutter

- (5) 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.

- (6) Shares held by SHV Profit Sharing Plan, a retirement trust, for the benefit of the reporting person.

- (7) Shares held by a charitable remainder unitrust of which the reporting person is the trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the trust.

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

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