

CORCEPT THERAPEUTICS INC
Form SC 13G/A
February 11, 2009

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 4)***

Corcept Therapeutics Incorporated

(Name of Issuer)

Common Stock

(Title of Class of Securities)

218352102

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 218352102

1. Names of Reporting Persons
Sutter Hill Ventures, A California Limited Partnership 77-0287059
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
California, USA
- | | | | |
|---|----|--------------------------|--|
| | 5. | Sole Voting Power | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | | 4,183,391* | |
| | 6. | Shared Voting Power | |
| | | -0- | |
| | 7. | Sole Dispositive Power | |
| | | 4,183,391* | |
| | 8. | Shared Dispositive Power | |
| | | -0- | |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,183,391
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
8.3%
 12. Type of Reporting Person (See Instructions)
PN

* See Exhibit A, Note 1.

CUSIP No. 218352102

1. Names of Reporting Persons
Sutter Hill Entrepreneurs Fund (AI), L.P. 94-3338942
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x
 3. SEC Use Only
 4. Citizenship or Place of Organization
California, USA
- | | | | |
|---|----|--------------------------|--------|
| | 5. | Sole Voting Power | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | | | 29,273 |
| | 6. | Shared Voting Power | |
| | | | -0- |
| | 7. | Sole Dispositive Power | |
| | | | 29,273 |
| | 8. | Shared Dispositive Power | |
| | | | -0- |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
29,273
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
 11. Percent of Class Represented by Amount in Row (9)
0.1%
 12. Type of Reporting Person (See Instructions)
PN

CUSIP No. 218352102

1. Names of Reporting Persons
Sutter Hill Entrepreneurs Fund (QP), L.P. 94-3338941
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
California, USA
5. Sole Voting Power
74,113
6. Shared Voting Power
-0-
7. Sole Dispositive Power
74,113
8. Shared Dispositive Power
-0-
9. Aggregate Amount Beneficially Owned by Each Reporting Person
74,113
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
0.1%
12. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 218352102

1. Names of Reporting Persons
David L. Anderson
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
USA
5. Sole Voting Power
674,364*
6. Shared Voting Power
4,286,777**
7. Sole Dispositive Power
674,364*
8. Shared Dispositive Power
4,286,777**
9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,961,141
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
9.9%
12. Type of Reporting Person (See Instructions)
IN

* See Exhibit A, Note 3.

** Comprised of shares (and shares of common stock issuable upon exercise of a warrant that is exercisable within 60 days after 12/31/08) held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

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CUSIP No. 218352102

1. Names of Reporting Persons
G. Leonard Baker, Jr.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
USA
- | | | |
|---|----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
1,600,617* |
| | 6. | Shared Voting Power
4,286,777** |
| | 7. | Sole Dispositive Power
1,600,617* |
| | 8. | Shared Dispositive Power
4,286,777** |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
5,887,394
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
11.7%
12. Type of Reporting Person (See Instructions)
IN

* See Exhibit A, Note 4.

** Comprised of shares (and shares of common stock issuable upon exercise of a warrant that is exercisable within 60 days after 12/31/08) held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

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CUSIP No. 218352102

1. Names of Reporting Persons
William H. Younger, Jr.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
USA
5. Sole Voting Power
705,647*
6. Shared Voting Power
4,286,777**
7. Sole Dispositive Power
705,647*
8. Shared Dispositive Power
4,286,777**
9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,992,424
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
10.0%
12. Type of Reporting Person (See Instructions)
IN

* See Exhibit A, Note 5.

** Comprised of shares (and shares of common stock issuable upon exercise of a warrant that is exercisable within 60 days after 12/31/08) held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

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CUSIP No. 218352102

1. Names of Reporting Persons
Tench Coxe
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
USA
5. Sole Voting Power
913,757*
6. Shared Voting Power
4,286,777**
7. Sole Dispositive Power
913,757*
8. Shared Dispositive Power
4,286,777**
9. Aggregate Amount Beneficially Owned by Each Reporting Person
5,200,534
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
10.4%
12. Type of Reporting Person (See Instructions)
IN

* See Exhibit A, Note 6.

** Comprised of shares (and shares of common stock issuable upon exercise of a warrant that is exercisable within 60 days after 12/31/08) held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

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CUSIP No. 218352102

1. Names of Reporting Persons
Gregory P. Sands
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
USA
5. Sole Voting Power
110,956*
6. Shared Voting Power
4,286,777**
7. Sole Dispositive Power
110,956*
8. Shared Dispositive Power
4,286,777**
9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,397,733
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
8.8%
12. Type of Reporting Person (See Instructions)
IN

* See Exhibit A, Note 7.

** Comprised of shares (and shares of common stock issuable upon exercise of a warrant that is exercisable within 60 days after 12/31/08) held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

CUSIP No. 218352102

1. Names of Reporting Persons
James C. Gaither
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x
 3. SEC Use Only
 4. Citizenship or Place of Organization
USA
- | | | | |
|---|----|--|---|
| | 5. | | Sole Voting Power
108,690* |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | | Shared Voting Power
4,286,777** |
| | 7. | | Sole Dispositive Power
108,690* |
| | 8. | | Shared Dispositive Power
4,286,777** |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,395,467
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
 11. Percent of Class Represented by Amount in Row (9)
8.8%
 12. Type of Reporting Person (See Instructions)
IN

* See Exhibit A, Note 8.

** Comprised of shares (and shares of common stock issuable upon exercise of a warrant that is exercisable within 60 days after 12/31/08) held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

CUSIP No. 218352102

1. Names of Reporting Persons
James N. White
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Citizenship or Place of Organization
USA
- | | | |
|---|----|---|
| | 5. | Sole Voting Power
106,579* |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | Shared Voting Power
4,286,777** |
| | 7. | Sole Dispositive Power
106,579* |
| | 8. | Shared Dispositive Power
4,286,777** |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,393,356
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
8.8%
 12. Type of Reporting Person (See Instructions)
IN

* See Exhibit A, Note 9.

** Comprised of shares (and shares of common stock issuable upon exercise of a warrant that is exercisable within 60 days after 12/31/08) held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

CUSIP No. 218352102

1. Names of Reporting Persons
Jeffrey W. Bird
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Citizenship or Place of Organization
USA
- | | | |
|---|----|---|
| | 5. | Sole Voting Power
95,974* |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | Shared Voting Power
4,286,777** |
| | 7. | Sole Dispositive Power
95,974* |
| | 8. | Shared Dispositive Power
4,286,777** |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,382,751
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
8.7%
 12. Type of Reporting Person (See Instructions)
IN

* See Exhibit A, Note 10.

** Comprised of shares (and shares of common stock issuable upon exercise of a warrant that is exercisable within 60 days after 12/31/08) held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

CUSIP No. 218352102

1. Names of Reporting Persons
David E. Sweet
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Citizenship or Place of Organization
USA
- | | | | | | |
|---|----|----|--|--|-------------|
| | 5. | | Sole Voting Power | | 38,042* |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | | 6. | Shared Voting Power | | 4,286,777** |
| | | 7. | Sole Dispositive Power | | 38,042* |
| | | 8. | Shared Dispositive Power | | 4,286,777** |
| | | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person | | 4,324,819 |
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
8.6%
 12. Type of Reporting Person (See Instructions)
IN

* See Exhibit A, Note 11.

** Comprised of shares (and shares of common stock issuable upon exercise of a warrant that is exercisable within 60 days after 12/31/08) held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

CUSIP No. 218352102

1. Names of Reporting Persons
Andrew T. Sheehan
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
USA
- | | | | |
|---|----|--|--|
| | 5. | | Sole Voting Power
0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | | Shared Voting Power
4,286,777* |
| | 7. | | Sole Dispositive Power
0 |
| | 8. | | Shared Dispositive Power
4,286,777* |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,286,777
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
8.6%
 12. Type of Reporting Person (See Instructions)
IN

* Comprised of shares (and shares of common stock issuable upon exercise of a warrant that is exercisable within 60 days after 12/31/08) held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

CUSIP No. 218352102

1. Names of Reporting Persons
Michael L. Speiser
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Citizenship or Place of Organization
USA
- | | | | |
|---|----|--------------------------|------------|
| | 5. | Sole Voting Power | 0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | Shared Voting Power | 4,286,777* |
| | 7. | Sole Dispositive Power | 0 |
| | 8. | Shared Dispositive Power | 4,286,777* |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,286,777
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
8.6%
 12. Type of Reporting Person (See Instructions)
IN

* Comprised of shares (and shares of common stock issuable upon exercise of a warrant that is exercisable within 60 days after 12/31/08) held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

Item 1.

- (a) Name of Issuer
Corcept Therapeutics Incorporated
- (b) Address of Issuer's Principal Executive Offices
149 Commonwealth Drive, Menlo Park, CA 94025

Item 2.

- (a) Name of Person Filing
See Exhibit A; Exhibit A is hereby incorporated by reference
- (b) Address of Principal Business Office or, if none, Residence
See Exhibit A
- (c) Citizenship
See Exhibit A
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
2183525102

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- N/A

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

See Exhibit A, which is hereby incorporated by reference and related pages 2 to 15
- (b) Percent of class:

See Exhibit A, which is hereby incorporated by reference and related pages 2 to 15
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote

 - (ii) Shared power to vote or to direct the vote

 - (iii) Sole power to dispose or to direct the disposition of

 - (iv) Shared power to dispose or to direct the disposition of

*** See Exhibit A, which is hereby incorporated by reference and related pages 2 to 15. Messrs. Anderson, Baker, Younger, Coxe, Sands, Gaither, White, Bird, Sweet, Sheehan and Speiser are Managing Directors of the General Partner of Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., and as such share voting and dispositive power over the shares held by the partnerships.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person

N/A

Item 7. Identification a