| SEC Form 4 |  |
|------------|--|
|------------|--|

П

## 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).                      |

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 por response:      | 0.5       |  |  |  |  |  |  |  |  |

| COELHO I  |             |            | 2. Issuer Name and Ticker or Trading Symbol<br><u>CATALYST PHARMACEUTICAL</u><br><u>PARTNERS, INC.</u> [ CPRX ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>X Director 10% Owner<br>Officer (give title Other (specify<br>below) below) |
|-----------|-------------|------------|-----------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| (Last)    | (First)     | (Middle)   | 2 Data of Farliant Transportion (Manth/Day/Mant)                                                                |                                                                                                                                                           |
| 355 ALHAM | BRA CIRCLE, | SUITE 1500 | 3. Date of Earliest Transaction (Month/Day/Year)<br>10/02/2014                                                  |                                                                                                                                                           |
| (Street)  |             |            | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                                        | 6. Individual or Joint/Group Filing (Check Applicable Line)                                                                                               |
| CORAL     | FL          | 33134      |                                                                                                                 | X Form filed by One Reporting Person                                                                                                                      |
| GABLES    |             |            |                                                                                                                 | Form filed by More than One Reporting<br>Person                                                                                                           |
| (City)    | (State)     | (Zip)      |                                                                                                                 |                                                                                                                                                           |

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

| 1. Title of Security (Instr. 3)           | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transa<br>Code (<br>8) |   |        |               | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |          |
|-------------------------------------------|--------------------------------------------|-------------------------------------------------------------|------------------------------|---|--------|---------------|---------------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|----------|
|                                           |                                            |                                                             |                              | v | Amount | (A) or<br>(D) | Price                                                                     | Transaction(s)<br>(Instr. 3 and 4)                                |                                                                   | (1150.4) |
| Common stock, par value \$0.001 per share | 10/02/2014                                 |                                                             | М                            |   | 20,036 | A             | <b>\$0.9</b> <sup>(1)</sup>                                               | 141,636                                                           | D                                                                 |          |
| Common stock, par value \$0.001 per share | 10/02/2014                                 |                                                             | F                            |   | 9,964  | D             | (1)                                                                       | 131,672                                                           | D                                                                 |          |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of  |        | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                        | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------|------------------------------|---|-----|--------|----------------------------------------------------------------|--------------------|-----------------------------------------------------------------------------------------------|----------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------------------------------------------------------------|
|                                                     |                                                                       |                                            |                                                             | Code                         | v | (A) | (D)    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                                                         | Amount<br>or<br>Number<br>of<br>Shares |                                                     |                                                                                                                            |                                                                          |                                                                    |
| Options to<br>purchase<br>common<br>stock           | \$0.9                                                                 | 10/02/2014                                 |                                                             | М                            |   |     | 30,000 | 10/20/2009                                                     | 10/20/2014         | Common<br>Stock                                                                               | 30,000                                 | \$0                                                 | 150,000                                                                                                                    | D                                                                        |                                                                    |

**Explanation of Responses:** 

1. Holder exercised 30,000 options at \$0.90 per share via cashless exercise and was issued 20,036 shares based on the October 2, 2014 closing price of \$2.71 per share.

# /s/ Philip H. Coelho

\*\* Signature of Reporting Person Date

10/03/2014

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.

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP