# **SCHEDULE 13G**

# SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

	Catalyst Pharmaceuticals, Inc.	
	(Name of Issuer)	
	Common Stock, par value \$0.001 per share	
	(Title of Class of Securities)	
	14888U101	
	(CUSIP Number)	
	December 31, 2015	
	(Date of Event which Requires Filing of this Statement)	
Check the appropriate box to	o designate the rule pursuant to which this Schedule is filed:	
x Rule 13d-1(b)		
☐ Rule 13d-1(c)		
☐ Rule 13d-1(d)		
	r page shall be filled out for a reporting person's initial filing on this form with respect to the su nendment containing information which would alter disclosures provided in a prior cover page.	
	n the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 1: "Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all	
	Page 1 of 10 Pages	

	<del>i</del>				
1	NAMES OF REPORTING PERSONS				
	Baker Bros, Advisors LP				
			OX IF A MEMBER OF A GROUP (See Instructions)	(a) □	
2	CILCR TILL MITRO	T KITTL DO	ON IF A MILMIDLER OF A GROOT (See instructions)	(a) □	
3	SEC USE ONLY			(-) –	
3					
4	CITIZENSHIP OR PI	LACE OF O	RGANIZATION		
_	Delaware				
	Delaware		SOLE VOTING POWER		
		5	SOLE VOING FOWER		
			8,275,630		
NUMBER OF		6	SHARED VOTING POWER		
R	SHARES SENEFICIALLY	U			
	OWNED BY		-0-		
EACH		7	SOLE DISPOSITIVE POWER		
	REPORTING		8,275,630		
PERSON			SHARED DISPOSITIVE POWER		
	WITH	8	SHARED DISTOSITIVE TOWER		
			-0-		
9	AGGREGATE AMOU	INT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON		
•					
	8,275,630				
10		AGGREGA	ATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	(See Instructions)				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
11	L EKCENT OF CLASS KEI KESENTED DI AMOUNT IN KOW 9				
	9.9% (1)				
12	TYPE OF REPORTIN	IG PERSON	(See Instructions)		
14	IA, PN				

(1) Based on 82,823,953 shares of common stock outstanding as of November 6, 2015, as reported in the Issuer's Form 10-Q filed with the SEC on November 9, 2015.

Page 2 of 10 Pages

T	NAMES OF REPORTING PERSONS  Baker Bros. Advisors (GP) LLC			
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  Delaware			
		5	SOLE VOTING POWER	
	NUMBER OF		8,275,630	
	SHARES	6	SHARED VOTING POWER	
BENEFICIALLY OWNED BY -0-			-0-	
	EACH	7	SOLE DISPOSITIVE POWER	
REPORTING PERSON 8 275 630			8,275,630	
WITH		8	SHARED DISPOSITIVE POWER	
			-0-	
9	AGGREGATE AMO	UNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON	
	8,275,630			
40	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
10	(See Instructions)			
	(See Instructions)			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
	9.9% (1)			
10	TYPE OF REPORTI	NG PERSON	(See Instructions)	
12	HC, OO	I LINOI	(000 1100 1000 1000)	

(1) Based on 82,823,953 shares of common stock outstanding as of November 6, 2015, as reported in the Issuer's Form 10-Q filed with the SEC on November 9, 2015.

Page 3 of 10 Pages

November 9, 2015.

	•			
1	NAMES OF REPORTING PERSONS			
-				
	Felix J. Baker			
2	CHECK THE APPRO	PRIATE BO	X IF A MEMBER OF A GROUP (See Instructions)	(a) 🗆
_			,	(b) 🗆
7	SEC USE ONLY			
3	DEC COE OTTE			
4	CITIZENSHIP OR PI	ACE OF OF	CANIZATION	
4	CITIZENSIIII ORTI	Little Of OI	IOI WIZH HOW	
	United States			
	Officed States	_	COLE MOTING DOMES	
		5	SOLE VOTING POWER	
			0.000	
	NUMBER OF		8,275,630	
	SHARES	6	SHARED VOTING POWER	
В	ENEFICIALLY	U		
	OWNED BY		-0-	
	EACH	7	SOLE DISPOSITIVE POWER	
	REPORTING	/		
	PERSON		8,275,630	
	WITH	0	SHARED DISPOSITIVE POWER	
		8		
			-0-	
_	ACCDECATE AMOI	INT BENEEI	CIALLY OWNED BY EACH REPORTING PERSON	
9	AGGREGATE AMOU	JINI DENEF	CIALLI OWNED DI EACH REFORTING FERSON	
	8,275,630			
4.0		ACCDECA	TE AMOUNT IN DOW (0) EVOLUDES CEDTAIN SHADES	
<b>10</b>				
	(See Instructions)			
	DED CENTE OF CLAS	C DEDDECE	WIED BY AMOUNT IN DOMA	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
	9.9% (1)			
12	TYPE OF REPORTIN	NG PERSON	(See Instructions)	
	IN, HC			
(1)	(1) Based on 82,823,953 shares of common stock outstanding as of November 6, 2015, as reported in the Issuer's Form 10-Q filed with the SEC on			

Page 4 of 10 Pages

November 9, 2015.

1	NAMES OF REPORTING PERSONS			
_				
	Julian C. Baker			
2	CHECK THE APPRO	PRIATE BO	X IF A MEMBER OF A GROUP (See Instructions)	(a) □
_				(b) □
3	SEC USE ONLY			
3				
4	CITIZENSHIP OR PI	LACE OF OF	GANIZATION	
4				
	United States			
		F	SOLE VOTING POWER	
		5		
	NUMBER OF		8,275,630	
	SHARES	_	SHARED VOTING POWER	
р	ENEFICIALLY	6	DIFFICION CONTROL CONT	
L D	OWNED BY		-0-	
	EACH		SOLE DISPOSITIVE POWER	
	REPORTING	7	SOLE DISPOSITIVE POWER	
	PERSON		0.275 (20	
	WITH	_	8,275,630	
	WIII	8	SHARED DISPOSITIVE POWER	
			-0-	
9	AGGREGATE AMOU	JNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON	
	8,275,630			_
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES □			
	(See Instructions)			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
	9.9% (1)			
12	TYPE OF REPORTIN	NG PERSON	(See Instructions)	
	IN, HC			
(1)	(1) Based on 82,823,953 shares of common stock outstanding as of November 6, 2015, as reported in the Issuer's Form 10-Q filed with the SEC on			

Page 5 of 10 Pages

#### Amendment No. 1 to Schedule 13G

This Amendment No. 1 to Schedule 13G amends and supplements the previously filed Schedules 13G filed by Baker Bros. Advisors LP (the "Adviser"), Baker Bros. Advisors (GP) LLC (the "Adviser GP"), Julian C. Baker and Felix J. Baker. Except as supplemented herein, such statements, as heretofore amended and supplemented, remain in full force and effect.

Item 1(a) Name of Issuer:

Catalyst Pharmaceuticals, Inc. (the "Issuer")

Item 1(b) Address of Issuer's Principal Executive Offices:

355 Alhambra Circle, Suite 1250

Coral Gables, Florida 33134

Item 2(a) Name of Person Filing:

This Schedule 13G is being filed jointly by Baker Bros. Advisors LP (the "Adviser"), Baker Bros. Advisors (GP) LLC (the "Adviser GP"), Felix J. Baker and Julian C. Baker (collectively, the "Reporting Persons").

# Item 2(b) Address of Principal Business Office or, if None, Residence:

The business address of each of the Reporting Persons is:

c/o Baker Bros. Advisors LP

667 Madison Avenue, 21st Floor

New York, NY 10065

(212) 339-5690

#### Item 2(c) Citizenship:

The Adviser is a limited partnership organized under the laws of the State of Delaware. The Adviser GP is a limited liability company organized under the laws of the State of Delaware. The citizenship of each of Julian C. Baker and Felix J. Baker is the United States of America.

#### Item 2(d) Title of Class of Securities:

Common Stock, par value \$0.001 per share ("Common Stock")

## Item 2(e) CUSIP Number:

14888U101

Page 6 of 10 Pages

Item 3.	tem 3. If this statement is filed pursuant to §§240.13d-1(b) or (c), check whether the person filing is a:			
	(a) $\square$ Broker or dealer registered under Section 15 of the Exchange Act.			
	(b) $\square$ Bank as defined in section 3(a)(6) of the Exchange Act.			
	(c) $\square$ Insurance company as defined in section 3(a)(19) of the Exchange Act.			
	(d) $\square$ Investment company registered under section 8 of the Investment Company Act of 1940.			
	(e) x An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).			
	(f) $\square$ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).			
	(g) x A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).			
	(h) $\square$ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.			
of 1940.	(i) $\square$ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act			
	(j) $\square$ Group, in accordance with Rule 13d-1(b)(1)(ii)(J).			
Item 4.	Ownership:			
by each of Baker below is based up	and 11 of each of the cover pages to this Schedule 13G are incorporated herein reference. Certain securities of the Issuer are directly held Brothers Life Sciences, L.P. ("Life Sciences") and 667, L.P. ("667", and together with Life Sciences, the "Funds"). The information set forth on 82,823,953 shares of Common Stock outstanding as of November 6, 2015 as reported on the Issuer's Form 10-Q filed with the SEC on 5. Such percentage figures are calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended.			
	Page 7 of 10 Pages			

	Number of Shares of Common Stock we own or have the right to acquire	Percent of Class
Name	within 60 days	Outstanding
667, L.P.	709,372	0.8%
Baker Brothers Life Sciences, L.P.	7,566,258	9.1%
Total	8 275 630	9.9%

Pursuant to the amended and restated management agreements among the Adviser, the Funds and their respective general partners, the Adviser has complete and unlimited discretion and authority with respect to the Funds' investments and voting power over investments.

The Adviser GP, Felix J. Baker and Julian C. Baker as principals of the Adviser GP, and the Adviser may be deemed to be beneficial owners of securities of the Issuer directly held by the Funds, and may be deemed to have the power to vote or direct the vote of and the power to dispose or direct the disposition of such securities.

The Reporting Persons disclaim beneficial ownership of the securities held by each of the Funds, and this Amendment No. 1 shall not be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 13(d) or for any other purpose.

#### 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  $\Box$ . N/A

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

The information in Item 4 is incorporated herein by reference.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

The information in Item 4 is incorporated herein by reference.

Item 8. Identification and Classification of Members of the Group:

N/A

Page 8 of 10 Pages

## Item 9. Notice of Dissolution of Group:

N/A

## Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 9 of 10 Pages

#### **SIGNATURE**

After reasonable 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.

February 16, 2016

## BAKER BROS. ADVISORS LP

By: Baker Bros. Advisors (GP) LLC, its general partner

By: /s/ Scott L. Lessing

Name: Scott L. Lessing Title: President

# BAKER BROS. ADVISORS (GP) LLC

By: /s/ Scott L. Lessing

Name: Scott L. Lessing
Title: President

/s/ Julian C. Baker

Julian C. Baker

/s/ Felix J. Baker

Felix J. Baker

Page 10 of 10 Pages