



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

December 14, 2010

Patrick J. McEnany
Chairman of the Board of Directors,
President and Chief Executive Officer
Catalyst Pharmaceutical Partners, Inc.
355 Alhambra Circle, suite 1370
Coral Gables, Florida 33134

**Re: Catalyst Pharmaceutical Partners, Inc.
Form 10-K
Filed March 31, 2010
File No. 001-33057**

Dear Mr. McEnany:

We have reviewed your response letter dated December 7, 2010 and have the following comment. In our comment, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter within ten business days by providing the requested information, or by advising us when you will provide the requested response. If you do not believe our comment applies to your facts and circumstances, please tell us why in your response.

After reviewing the information you provide in response to this comment, we may have additional comments.

Form 10-Q for the Quarterly Period Ended June 30, 2010

CPP-109, page 15

1. We note your response to prior comment 1, which provides draft disclosure to be included in your 2010 Form 10-K. We also note your response that the Clinical Trial Agreement with the National Institute on Drug Abuse does not need to be filed as an exhibit because the company is not substantially dependent on the CTA. However, the CTA relates to your lead product CPP-109, which has been granted "Fast Track" status by the FDA. Also, under the CTA NIDA has agreed to provide substantial resources towards the estimated \$10 million trial cost. Your only other product is CPP-115 which is only in the early stages of development. Please file the CTA as an exhibit or, alternatively, further explain the basis for your belief that you are not substantially dependent on the CTA.

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We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable Exchange Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In responding to our comments, please provide a written statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

You may contact Johnny Gharib at (202) 551-3170 or Sebastian Gomez Abero at (202) 551-3578 if you have any questions.

Sincerely,

Jeffrey Riedler
Assistant Director