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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CATALYST PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

76-0837053
(I.R.S. Employer
Identification No.)

**355 Alhambra Circle
Suite 801
Coral Gables, Florida**
(Address of Principal Executive Offices)

33134
(Zip Code)

2014 Stock Incentive Plan
(Full title of the plan)

**Patrick J. McEnany
355 Alhambra Circle
Suite 801
Coral Gables, Florida 33134**
(Name and address of agent for service)

(305) 420-3200
(Telephone number, including area code, of agent for service)

With a copy to:

**Philip B. Schwartz, Esq.
Andrew E. Schwartz, Esq.
Akerman LLP
201 East Las Olas Boulevard
Suite 1800
Fort Lauderdale, Florida 33301
(954) 463-2700**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of registering an additional 5,000,000 shares of the common stock, par value \$0.001 per share (the “Common Shares”), of Catalyst Pharmaceuticals, Inc. (the “Company” or “Registrant”) that are issuable at any time or from time to time under the Registrant’s 2014 Stock Incentive Plan, as previously amended (the “Plan”), and any additional Common Shares that become issuable under the Plan by reason of any stock dividend, stock split, or other similar transaction pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”).

Pursuant to General Instruction E, the contents of the Registration Statements on Form S-8 filed for the Plan with the Securities and Exchange Commission (the “Commission”) on August 13, 2014 (Registration No. 333-198119), including the documents incorporated by reference therein, are incorporated by reference into this Registration Statement on Form S-8 (this “Registration Statement”), except as supplemented by the information set forth below.

PART I

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of the Form S-8 instructions. The document containing the information specified in Part I will be delivered to the participants in the Plan as required by Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents previously filed with the Commission are incorporated herein by reference:

(a) The Company’s Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Commission on [March 15, 2023](#), and the amendment thereto, filed with the Commission on [April 24, 2023](#).

(b) The Company’s Quarterly Reports on Form 10-Q (i) for the quarter ended March 31, 2023, filed with the Commission on [May 10, 2023](#); (ii) for the quarter ended June 30, 2023, filed with the Commission on [August 9, 2023](#); and (iii) for the quarter ended September 30, 2023, filed with the Commission on [November 8, 2023](#).

(c) The Company’s Current Reports on Form 8-K filed on [January 23, 2023](#), [January 24, 2023](#), [January 30, 2023](#) (as amended on [April 10, 2023](#)), [February 7, 2023](#), [March 7, 2023](#), [March 15, 2023](#), [March 31, 2023](#), [May 9, 2023](#), [May 10, 2023](#), [May 30, 2023](#), [June 1, 2023](#), [June 23, 2023](#), [July 21, 2023](#), [July 28, 2023](#), [August 9, 2023](#), [August 25, 2023](#), [October 13, 2023](#), [October 20, 2023](#), [October 27, 2023](#), [November 3, 2023](#), [November 8, 2023](#) and [December 7, 2023](#).

(d) The description of the Common Shares filed with the Commission on Form 8-A12B on [September 29, 2006](#), as amended on [October 18, 2006](#).

All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the

filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

You may obtain a copy of any of these documents at no cost by requesting them from us or by writing or calling: Catalyst Pharmaceuticals, Inc., 355 Alhambra Circle, Suite 801, Coral Gables, Florida, 33134, Attn: Investor Relations, or by calling (305) 420-3200. Copies of each of these filings are also available for no cost on our website, www.catalystpharma.com, or on the SEC's web site, www.sec.gov.

Item 4. Description of Securities

Please refer to the description of our capital stock contained under the description of the Company's securities registered under Section 12 of the Exchange Act contained in [Exhibit 4.5](#) to the Company's Annual Report on Form 10-K for the year ended December 31, 2021, filed with the SEC on [March 16, 2022](#), together with any amendment thereto filed with the SEC for the purpose of updating such description.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

Our certificate of incorporation contains provisions that eliminate, to the maximum extent permitted by the Delaware General Corporation Law, the personal liability of directors and executive officers for monetary damages for breach of their fiduciary duties as a director or officer. Our certificate of incorporation and bylaws provide that we shall indemnify our directors and executive officers and may indemnify our employees and other agents to the fullest extent permitted by the Delaware General Corporation Law.

Sections 145 and 102(b)(7) of the General Corporation Law of the State of Delaware provide that a corporation may indemnify any person made a party to an action by reason of the fact that he or she was a director, executive officer, employee or agent of the corporation or is or was serving at the request of the corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that, in the case of an action by or in right of the corporation, no indemnification may generally be made in respect of any claim as to which such person is adjudged to be liable to the corporation.

We have purchased and intend to maintain insurance on behalf of any person who is or was a director or officer of our company against any loss arising from any claim asserted against him or her and incurred by him or her in any such capacity, subject to certain exclusions.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

Exhibit Number	Description of Exhibit	Incorporated by Reference			Exhibit Number	Filed Herewith
		Form	File Number	Date of Filing		
3.1	Certificate of Incorporation	S-1	333-136039	7/25/2006	3.1	
3.2	Amendment to Certificate of Incorporation	S-1	333-136039	7/25/2006	3.2	
3.3	Amendment to Certificate of Incorporation	DEF 14A	001-33057	3/30/2015	Annex A	
3.4	Amendment to Certificate of Incorporation	8-K	001-33057	8/21/2020	3.1	
3.5	By-Laws	S-1	333-136039	9/1/2006	3.3	
3.6	Amendment to By-Laws	8-K	001-33057	11/27/2019	3.1	
5.1	Opinion of Akerman LLP					X
10.1(a)	2014 Stock Incentive Plan	DEF 14A	001-33057	3/19/2014	Annex A	
10.1(b)	Amendment No. 1 to 2014 Stock Incentive Plan	DEF 14A	001-33057	4/29/2016	Annex A	
10.1(c)	Amendment No. 2 to 2014 Stock Incentive Plan	DEF 14A	001-33057	4/14/2017	Annex A	
23.1	Consent of Grant Thornton LLP					X
23.2	Consent of Akerman LLP (contained in Exhibit 5.1)					X
24.1	Power of Attorney (included in the signature page hereto)					X
107	Filing Fee Table					X

Item 9. Undertakings

(a) The undersigned Company hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act.
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) shall not apply if the information required to be included on a post-effective amendment by those paragraphs is contained in periodic reports filed by or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (a) Not applicable.
 - (b) The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Catalyst Pharmaceuticals, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Coral Gables, State of Florida, on December 8, 2023.

CATALYST PHARMACEUTICALS, INC.

/s/ Patrick J. McEnany

Patrick J. McEnany
Chairman, President and CEO

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes Patrick J. McEnany and Alicia Grande, or each of them, as his or her lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendment (including post-effective amendments) to this registration statement on Form S-8 and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
<u>/s/ Patrick J. McEnany</u> Patrick J. McEnany	Chairman of the Board of Directors, President and Chief Executive Officer (Principal Executive Officer)	December 8, 2023
<u>/s/ Alicia Grande</u> Alicia Grande	Vice President, Treasurer, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	December 8, 2023
<u>/s/ Charles B. O’Keeffe</u> Charles B. O’Keeffe	Director	December 8, 2023
<u>/s/ David S. Tierney, M.D.</u> David S. Tierney, M.D.	Director	December 8, 2023
<u>/s/ Donald A. Denkhaus</u> Donald A. Denkhaus	Director	December 8, 2023
<u>/s/ Richard Daly</u> Richard Daly	Director	December 8, 2023
<u>/s/ Molly Harper</u> Molly Harper	Director	December 8, 2023
<u>/s/ Tamar Thompson</u> Tamar Thompson	Director	December 8, 2023



Akerman LLP
201 East Las Olas Boulevard
Suite 1800
Fort Lauderdale, FL 33301

T: 954 463 2700
F: 954 463 2224

December 8, 2023

Catalyst Pharmaceuticals, Inc.
355 Alhambra Circle
Suite 801
Coral Gables, Florida 33134

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Catalyst Pharmaceuticals, Inc., a Delaware corporation (the "Company"), in connection with that certain Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"). The Registration Statement related to the issuance of up to 5,000,000 shares of common stock, par value \$0.001 per share (the "Shares") issuable under the Company's 2014 Stock Incentive Plan (the "Plan").

This opinion is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

In connection therewith, we have examined and relied upon the original or a copy, certified to our satisfaction, of (i) the certificate of incorporation and bylaws of the Company, as amended to date, (ii) records of the corporate proceedings of the Company related to the Plan, (iii) the Registration Statement and exhibits thereto; and (iv) such other documents and instruments as we have deemed necessary for the expression of the opinions herein contained. In rendering the opinion set forth below, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that, (i) the Shares have been duly authorized, and (ii) when the Shares have been issued in accordance with the Terms of the Plan, such Shares will be validly issued, fully paid and nonassessable.

akerman.com

We do not express any opinion herein concerning any law other than the Delaware General Corporation Law. We neither express nor imply any obligation with respect to any other laws or the laws of any other jurisdiction or of the United States. For purposes of this opinion, we assume that the Shares will be issued in compliance with all applicable state securities or blue sky laws.

This opinion letter speaks only as of the date hereof. We assume no obligation to update or supplement this opinion letter if any applicable laws change after the date of this opinion or if we become aware after the date of this opinion letter of any facts, whether existing before or first arising after the date hereof, that might change the opinion expressed above.

This opinion letter is being furnished in connection with the filing of the Registration Statement and may not be relied upon for any other purpose without our prior written consent in each instance. Further, no portion of this letter may be quoted, circulated or referred to in any other document for any other purpose without our prior written consent.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. Notwithstanding the foregoing, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission promulgated thereunder.

Sincerely,

/s/ Akerman LLP

AKERMAN LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated March 15, 2023, with respect to the consolidated financial statements and internal control over financial reporting of Catalyst Pharmaceuticals, Inc., included in the Annual Report on Form 10-K for the year ended December 31, 2022, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this registration statement.

GRANT THORNTON LLP

Miami, Florida
December 8, 2023

Form S-8
(Form Type)

Catalyst Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid In Connection with Unsold Securities to be Carried Forward
Newly Registered Securities												
Primary Offering of Securities:												
Fees to be Paid	Equity	Common Stock, par value \$0.001 per share (1)	457(h)	5,000,000	\$14.095 (2)	\$70,475,000	—	\$—	—	—	—	—
Fees to be Paid	Total Registration Fee	—	—	5,000,000	\$14.095 (2)	\$70,475,000	0.00014760	\$10,402	—	—	—	—
Carry Forward Securities												
	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid In Connection with Unsold Securities to be Carried Forward
Carry Forward Securities	—	—	—	—	—	—	—	—	—	—	—	—
	Total Offering Amounts					\$70,475,000		\$10,402				
	Total Fees Previously Paid							—				
	Total Fee Offsets							—				
	Net Fee Due							\$10,402				

- (1) Including such indeterminate amount of common stock as may be issued from time to time at indeterminate prices or upon conversion of common stock purchase options and restricted stock units, as the case may be.
- (2) Estimated solely for the purpose of calculating the registration fee which was computed in accordance with Rule 457(c) under the Securities Act of 1933, as amended, on the basis of the average of the high and low sales prices per share of the common stock as reported on the Nasdaq Capital Market on December 7, 2023.

