

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

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

**Catalyst Pharmaceutical Partners, 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 1500  
Coral Gables, Florida 33134  
(Address of Principal Executive Offices)  
(Zip Code)

**2006 Stock Incentive Plan**  
(Full Title of the Plan)

**Patrick J. McEnany**  
355 Alhambra Circle, Suite 1500  
Coral Gables, Florida 33134  
(Name and Address of Agent for Service)

*With a copy to:*  
**Philip B. Schwartz, Esq.**  
**Andrew E. Schwartz, Esq.**  
**Akerman Senterfitt**  
350 East Las Olas Boulevard, Suite 1600  
Fort Lauderdale, Florida 33301  
(954) 463-2700

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (2)
Common Stock	1,500,000	\$1.47 (3)	\$ 2,205,000	\$252.69

- (1) This Registration Statement covers 1,500,000 additional shares of common stock, par value \$0.001 per share, of Catalyst Pharmaceutical Partners, Inc. (the "Registrant") available for issuance pursuant to awards under the Registrant's 2006 Stock Incentive Plan (the "Plan"). This Registration Statement also covers any additional shares of common stock of the Registrant that may become issuable pursuant to awards by reason of any stock dividend, stock split, recapitalization or other similar transaction that results in an increase in the number of the outstanding shares of common stock of the Registrant.
- (2) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of additional securities for the Plan. A Registration Statement on Form S-8 has been filed previously on June 2, 2008 (Registration No. 333-151367) for the existing securities under the Plan.
- (3) Calculated solely for purposes of this offering under Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, on the basis of the high and low selling prices per share of common stock of the Registrant on August 13, 2012 as reported on the Nasdaq Capital Market.

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## EXPLANATORY NOTE

Incorporation by Reference. This Registration Statement is filed pursuant to General Instruction E to Form S-8. The contents of the Registration Statement on Form S-8 (Registration No. 333-151367) are incorporated herein by reference and made a part hereof.

Registration of Additional Shares of Common Stock under the Plan. This Registration Statement on Form S-8 is filed by the Registrant to register an additional 1,500,000 shares of common stock, par value \$0.001 per share, of Catalyst Pharmaceutical Partners, Inc. which may be awarded under the Catalyst Pharmaceutical Partners, Inc. 2006 Stock Incentive Plan pursuant to an amendment of such plan authorized by the Shareholders of the Registrant on May 20, 2011 and June 1, 2012.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference

The contents of the Registration Statement previously filed with the Securities and Exchange Commission (the “Commission”) on June 2, 2008 by Catalyst Pharmaceutical Partners, Inc. (the “Registrant”) are incorporated herein by reference. In addition, the following new documents filed with the Commission by the Registrant are incorporated herein by reference:

The following documents filed with the SEC are incorporated by reference in this prospectus:

1. The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2011, filed with the Commission on March 30, 2012;
2. The Registrant’s Proxy Statement for its Annual Meeting of Shareholders held on June 1, 2012, filed with the Commission on April 17, 2012;
3. The Registrant’s Quarterly Report on Form 10-Q for the three months ended March 31, 2012, filed with the Commission on May 15, 2012;
4. The Registrant’s Quarterly Report on Form 10-Q for the three and six months ended June 30, 2012, filed with the Commission on August 14, 2012;
5. The Registrant’s Current Reports on Form 8-K, filed with the Commission on February 13, 2012, April 2, 2012, May 16, 2012, May 22, 2012, May 29, 2012, June 5, 2012, June 21, 2012, July 12, 2012 and August 3, 2012;
6. The Registrant’s description of its common stock contained in its Registration Statement on Form 8-A, filed with the Commission on September 29, 2006, along with Amendment No. 1 thereto, filed with the Commission on October 18, 2006; and
7. All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, from the date of filing of such documents, before the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold.

Any statement 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 other subsequently filed document, which is also incorporated or 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 Pharmaceutical Partners, Inc., 355 Alhambra Circle, Suite 1500, Coral Gables, Florida, 33134, Attn: Investor Relations, by calling (305) 529-2522, or from our website, [www.catalystpharma.com](http://www.catalystpharma.com).

**Item 8. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Akerman Senterfitt.
10.1	Catalyst Pharmaceutical Partners, Inc. 2006 Stock Incentive Plan (incorporated by reference to Exhibit 10.8 to the Company's Registration Statement on Form S-1, filed on July 25, 2007).
10.2	Amendment No. 1 to Catalyst Pharmaceutical Partners, Inc. 2006 Stock Incentive Plan (incorporated by reference to the Registrant's Definitive Proxy Statement on Form DEF 14A filed with the Commission on April 11, 2011)
10.3	Amendment No. 2 to Catalyst Pharmaceutical Partners, Inc. 2006 Stock Incentive Plan (incorporated by reference to the Registrant's Definitive Proxy Statement on Form DEF 14A filed with the Commission on April 17, 2012)
23.1	Consent of Grant Thornton LLP
23.2	Consent of Akerman Senterfitt (included in Exhibit 5.1)
24.1	Power of Attorney (included in the signature pages to this Registration Statement).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Catalyst Pharmaceutical Partners, 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 Miami, State of Florida, on August 15, 2012.

**CATALYST PHARMACEUTICAL PARTNERS, INC.**

**By:** /s/ Patrick J. McEnany  
Patrick J. McEnany, Chairman,  
President and CEO

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes Patrick J. McEnany 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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Patrick J. McEnany</u> Patrick J. McEnany	Chairman of the Board of Directors, President and Chief Executive Officer (Principal Executive Officer)	August 15, 2012
<u>/s/ Alicia Grande</u> Alicia Grande	Vice President, Treasurer and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 15, 2012
<u>/s/ Hubert E. Huckel, M.D.</u> Hubert E. Huckel, M.D.	Director	August 15, 2012
<u>/s/ Charles B. O’Keeffe</u> Charles B. O’Keeffe	Director	August 15, 2012

**Signature**

**Title**

**Date**

/s/ Philip H. Coelho

Philip H. Coelho

Director

August 15, 2012

/s/ David S. Tierney, M.D.

David S. Tierney, M.D.

Director

August 15, 2012

/s/ Milton J. Wallace

Milton J. Wallace

Director

August 15, 2012



August 15, 2012

Catalyst Pharmaceutical Partners, Inc.  
355 Alhambra Circle  
Suite 1500  
Coral Gables, FL 33134

**Re: Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Catalyst Pharmaceutical Partners, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-8 pursuant to General Instruction E thereunder (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Act"). The Registration Statement relates to the offering and sale by the Company of up to 1,500,000 additional shares of the Company's Common Stock, par value \$0.001 per share (the "Shares") to be issued pursuant to restricted stock grants, stock option awards and other equity awards ("Awards") granted or to be granted under the Company's 2006 Stock Incentive Plan, as amended (the "2006 Plan"), together with the associated preferred stock purchase rights for Series A Junior Participating Preferred Stock, par value \$0.001 per share, of the Company (the "Rights"), issuable pursuant to the Rights Agreement, dated as of September 20, 2011, between the Company and Continental Stock Transfer and Trust Company, as rights agent, above-referenced registration statement.

In connection with this opinion letter, we have examined the Registration Statement and such corporate records, documents, instruments and certificates of public officials and of the Company that we have deemed necessary for the purpose of rendering the opinions set forth herein. We have also reviewed such matters of law as we considered necessary or appropriate as a basis for the opinion set forth below.

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NEW YORK    ORLANDO    PALM BEACH    SALT LAKE CITY    TALLAHASSEE    TAMPA    TYSONS CORNER    WASHINGTON, D.C.    WEST PALM BEACH

With your permission, we have made and relied upon the following assumptions, without any investigation or inquiry by us, and our opinion expressed below is subject to, and limited and qualified by the effect of, such assumptions: (i) all corporate records furnished to us by the Company are accurate and complete; (ii) the Registration Statement filed by the Company with the Commission are identical to the forms of the documents that we have reviewed; (iii) all statements as to factual matters that are contained in the Registration Statement (including the exhibits to the Registration Statement) are accurate and complete; (iv) the Company will at all times reserve a sufficient number of shares of its unissued common stock as is necessary to provide for the issuance of the Shares; and (v) with respect to documents that we reviewed in connection with this opinion letter, all documents submitted to us as originals are authentic, all documents submitted to us as certified, facsimile or photostatic copies conform to the originals of such documents, all such original documents are authentic, the signatures on all documents are genuine, and all natural persons who have executed any of the documents have the legal capacity to do so.

Based upon the foregoing examination, we are of the opinion that, based upon the assumptions listed above, the Shares (and related Rights) when issued in accordance with the terms of the 2006 Plan will be duly authorized, validly issued, fully paid and nonassessable.

We express no opinion as to matters governed by laws of any jurisdiction other than the federal laws of the United States and 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 Securities will be issued in compliance with all applicable state securities or blue sky laws.

This opinion does not address the determination a court of competent jurisdiction may make regarding whether the board of directors would be required to redeem or terminate, or take other action with respect to, the rights at some future time based on the facts and circumstances existing at that time. This opinion assumes the members of the board of directors have acted in a manner consistent with their fiduciary duties as required under applicable law in adopting the Rights Agreement. This opinion addresses the Rights and the Rights Agreement in their entirety, and it is not settled whether the invalidity of any particular provision of a Rights Agreement or of Rights issued thereunder would result in invalidating such Rights in their entirety.

We assume no obligation to update or supplement this opinion letter if any applicable laws change after the date of this opinion letter or if we become aware after the date of this opinion letter of any facts, whether existing before or arising after the date hereof, that might change the opinions expressed above. This opinion letter is limited to the matters expressly stated herein and no opinions are to be inferred or may be implied beyond the opinions expressly so stated. Without limiting the generality of the foregoing, we neither express nor imply any opinion regarding the contents of the Registration Statement, other than as expressly stated herein with respect to the Shares.



This opinion letter is 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 use of our name under the heading "Legal Matters" in the Registration Statement to be filed by the Company with the Commission. We further consent to your filing a copy of this opinion as Exhibit 5.1 to the Registration Statement. In giving such permission, we do not admit hereby that we come within the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Akerman Senterfitt

**AKERMAN SENTERFIT**

**Consent of Independent Registered Public Accounting Firm**

We have issued our report dated March 30, 2012 with respect to the financial statements included in the Annual Report on Form 10-K for the year ended December 31, 2011 of Catalyst Pharmaceutical Partners, Inc., which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference in the Registration Statement of the aforementioned report.

/s/ Grant Thornton LLP

Miami, Florida  
August 13, 2012