

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

FORM S-3
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 Number)

355 Alhambra Circle Suite 1500
Coral Gables, Florida 33134
(305) 529-2522

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Patrick J. McEnany
355 Alhambra Circle Suite 1500
Coral Gables, Florida 33134
(305) 529-2522

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copy to:

Philip B. Schwartz, Esq.
Akerman Senterfitt
350 East Las Olas Boulevard Suite 1600
Fort Lauderdale, Florida 33301
(954) 468-2455

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-170945

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462I under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

Large accelerated filer Accelerated Filer
 Non-accelerated filer (do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Shares to be Registered	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (2)
Common Stock, par value \$0.001 per share	\$2,612,336	\$356.32

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- (1) The registrant previously registered an aggregate principal amount of \$30,000,000 of securities on the Registration Statement on Form S-3 (File No. 333-170945). Immediately prior to the filing of this registration statement pursuant to Rule 462(b) promulgated under the Securities Act, an aggregate of \$13,061,682.74 of the securities remained eligible for issuance under the Registration Statement on Form S-3 (File No. 333-170945). In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of not more than 20% of the maximum aggregate offering price of the securities remaining issuable under the Registration Statement on Form S-3 (File No. 333-170945) are being registered.
 - (2) Calculated pursuant to Rule 457(o) under the Securities Act. The registrant previously registered an aggregate principal amount of \$30,000,000 of securities on the Registration Statement on Form S-3 (File No. 333-170945), for which a filing fee of \$2,139 was previously paid.

Pursuant to Rule 462(b) under the Securities Act of 1933, this Registration Statement shall become effective upon filing with the Securities and Exchange Commission.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed by Catalyst Pharmaceutical Partners, Inc. (the "Company") pursuant to Rule 462(b) under the Securities Act of 1933, as amended. Pursuant to Rule 462(b), the Company hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3 (File No. 333-170945), which was declared effective by the Securities and Exchange Commission ("SEC") on December 15, 2010 (the "Initial Registration Statement"), including each of the documents filed by the Company with the SEC and incorporated or deemed incorporated by reference therein and all exhibits thereto.

This Registration Statement is being filed with respect to the registration of an additional \$2,612,336 aggregate maximum principal amount of common stock, par value \$0.001 per share of the Company, which is described in the prospectus constituting a part of the Initial Registration Statement.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Coral Gables, State of Florida, on this 4th day of September, 2013.

CATALYST PHARMACEUTICAL PARTNERS, INC.

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

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons, in the capacities and on the dates indicated.

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)	September 4, 2013
<u>/s/ Alicia Grande</u> Alicia Grande	Vice President, Treasurer and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	September 4, 2013
<u>*</u> Hubert E. Huckel, M.D.	Director	September 4, 2013
<u>*</u> Charles B. O'Keeffe	Director	September 4, 2013
<u>*</u> Philip H. Coelho	Director	September 4, 2013
<u>*</u> David S. Tierney, M.D.	Director	September 4, 2013

* By: /s/ Patrick J. McEnany
Patrick J. McEnany
As Attorney-in-Fact

EXHIBIT INDEX

- 5.1 Opinion of Akerman Senterfitt
- 23.1 Consent of Grant Thornton LLP
- 23.2 Consent of Akerman Senterfitt (Included in Exhibit 5.1)
- 24.1 Power of Attorney (included by reference to the Registrant's Registration Statement on Form S-3 (File No. 333-170945))



Akerman Senterfitt
 One Southeast Third Avenue
 Suite 2500
 Miami, FL 33131-1714
 Tel: 305.374.5600
 Fax: 305.374.5095

September 4, 2013

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

Re: Catalyst Pharmaceutical Partners, Inc.

Ladies and Gentlemen:

We have acted as counsel to Catalyst Pharmaceutical Partners, Inc., a Delaware corporation (the "Company") in connection with the contemplated offering of 8,800,000 shares of the common stock, par value \$0.001 per share (the "Shares"), 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, pursuant a Registration Statement on Form S-3, File No. 333-170945 (the "Registration Statement") and the Registration Statement filed pursuant to Rule 462(b) (the "Rule 462(b) Registration Statement") The \$2,612,336 of additional securities to be registered pursuant to the Rule 462(b) Registration Statement are referred to herein as the "Additional Securities". The \$30,000,000 of securities to be issued and sold by the Company pursuant to the Registration Statement are referred to herein as the "Securities". This opinion letter is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

In connection with this opinion letter, we have examined the Registration Statement, including the Prospectus contained therein (the "Prospectus"), the Rule 462(b) 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.

akerman.com

BOCA RATON DALLAS DENVER FORT LAUDERDALE JACKSONVILLE LAS VEGAS LOS ANGELES
 MADISON MIAMI NAPLES 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 and the Rule 462(b) 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 and the Rule 462(b) Registration Statement (including the exhibits to the Registration Statement and the Rule 462(b) Registration Statement) are accurate and complete; (iv) the Company will sell and issue the Securities in accordance with the manner described in the Prospectus; 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 on and subject to the foregoing, we are of the opinion that the shares (and related Rights) that make up a part of the Additional Securities have been duly authorized, and when delivered against payment for such shares in accordance with the manner described in the Rule 462(b) Registration Statement and the Prospectus, such Shares will be validly issued, fully paid and non-assessable shares of the Company's common stock, and the related Rights, when issued in accordance with the Rights Agreement, will be validly issued preferred stock purchase rights for the Company's Series A Junior Participating Preferred Stock.

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. Further, prior to the occurrence of certain events, none of which have occurred as of the date of the Rule 462(b) Registration Statement, the Rights will not be exercisable or separable from the Common Stock.

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 Rule 462(b) Registration Statement or the Prospectus, other than as expressly stated herein with respect to the Securities.

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 filed by the Company with the Commission. We further consent to your filing a copy of this opinion as Exhibit 5.1 to the Rule 462(b) 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 April 1, 2013 with respect to the financial statements of Catalyst Pharmaceutical Partners, Inc. incorporated by reference from the Annual Report on Form 10-K for the year ended December 31, 2012 in the Registration Statement on Form S-3, as amended (File No. 333-170945), which are incorporated by reference in this Registration Statement on Form S-3MEF. We consent to the incorporation by reference of the aforementioned report in this Registration Statement, and to the use of our name as it appears under the caption "Experts" in the prospectus incorporated by reference in this Registration Statement.

/s/ Grant Thornton LLP

Miami, Florida

September 4, 2013