

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

FORM 8-K

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of Earliest Event Reported): August 28, 2019

CATALYST PHARMACEUTICALS, INC.
(Exact Name Of Registrant As Specified In Its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33057
(Commission File Number)

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

355 Alhambra Circle
Suite 1250
Coral Gables, Florida
(Address of principal executive offices)

33134
(Zip Code)

Registrant's telephone number, including area code: (305) 420-3200

Not Applicable

Former Name or Former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Exchange on Which Registered	Trading Symbol
Common Stock, par value \$0.001 per share	NASDAQ Capital Market	CPRX

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this Chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement

Item 3.03 Material Modifications to Rights of Security Holders

On August 28, 2019, Catalyst Pharmaceuticals, Inc. (the “Company”) entered into Amendment No. 2 to Rights Agreement (the “Amendment”), which amends that certain Rights Agreement, dated as of September 20, 2011, between the Company and Continental Stock Transfer and Trust Company, as rights agent, as previously amended by that certain Amendment No. 1 to Rights Agreement, dated as of September 19, 2016 (the “Rights Agreement”).

Under the terms of the Amendment, the outside expiration date of the rights granted under the Rights Agreement has been extended from September 20, 2019 to September 20, 2022.

The Amendment was not adopted as a result of, or in response to, any effort to acquire control of the Company.

The Company intends to seek stockholder ratification of the Amendment at its 2020 annual meeting of stockholders.

A copy of the Amendment is Exhibit 4.1 to this Current Report on Form 8-K. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment. A copy of the Rights Agreement and a description of its material terms was filed with the Securities and Exchange Commission in a Current Report on Form 8-K on September 23, 2011, and a copy of Amendment No. 1 to the Rights Agreement was filed with the Securities and Exchange Commission in a Current Report on Form 8-K on September 19, 2016.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 4.1 [Amendment No. 2 to Rights Agreement, dated as of August 28, 2019, between Catalyst Pharmaceuticals, Inc. and Continental Stock Transfer and Trust Company, as Rights Agent.](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Catalyst Pharmaceuticals, Inc.

By: /s/ Alicia Grande

Alicia Grande

Vice President, Treasurer and CFO

Dated: August 30, 2019

AMENDMENT NO. 2 TO RIGHTS AGREEMENT

This **AMENDMENT NO. 2 TO RIGHTS AGREEMENT (the “Amendment”)**, dated as of August 28, 2019 (the “Effective Date”), amends that certain Rights Agreement, dated as of September 20, 2011, as previously amended by that certain Amendment No. 1 to Rights Agreement, dated as of September 19, 2016 (collectively, the “Rights Agreement”) between Catalyst Pharmaceuticals, Inc. (f/k/a Catalyst Pharmaceutical Partners, Inc.), a Delaware corporation (the “Company”) and Continental Stock Transfer and Trust Company (the “Rights Agent”). Capitalized terms used, but not otherwise defined, herein shall have the respective meanings ascribed to such terms in the Rights Agreement.

WHEREAS, pursuant to Section 27 of the Rights Agreement, for so long as the Rights remain redeemable, the Company may, in its sole and absolute discretion, and the Rights Agent shall if the Company so directs, supplement or amend any provisions of the Rights Agreement in any respect; and

WHEREAS, the Rights remain redeemable and the Company wishes to amend certain provisions of the Rights Agreement, as more particularly set forth in this Amendment.

NOW, THEREFORE, the Rights Agreement is hereby amended as follows:

1. **Amendments to Rights Agreement**. The Rights Agreement is hereby amended as follows:
 - a. Section 7(a)(i) of the Rights Agreement is hereby amended to change the referenced expiration date in said subsection from “September 20, 2019” to “September 20, 2022.”
 - b. In **Exhibit C** to the Rights Agreement, the reference in Section 4 to the expiration date of the Rights that is presently enumerated as “September 20, 2019” is hereby amended to change the expiration date of the Rights to “September 20, 2022”.
2. **Full Force and Effect**. Except as expressly amended in this Amendment, the Rights Agreement shall continue in full force and effect unamended and in accordance with the provisions thereof on the date hereof.
3. **Certification**. This Section 3 of the Amendment constitutes, for purposes of **Section 27** of the Rights Agreement, a certificate from an authorized officer of the Company that (i) this Amendment is in compliance with the terms of **Section 27** of the Rights Agreement, (ii) the Rights remain redeemable at the date of this Amendment, and (iii) this Amendment does not adversely affect the rights, duties or obligations of the Rights Agent under the Rights Agreement, and (iv) directs the Rights Agent to execute this Amendment.
4. **Governing Law**. This Amendment shall be governed by the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such state applicable to contracts made and to be performed entirely within such state.

5. Severability. If any term, provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction to be invalid, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment shall remain in full force and effect and shall in no way be affected, impaired or invalidated.
6. Counterparts. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties have caused this Amendment to be duly executed as of the day and year first above written.

CATALYST PHARMACEUTICALS, INC.

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

**CONTINENTAL STOCK TRANSFER AND TRUST
COMPANY**

By: /s/ Margaret B. Lloyd
Name: Margaret B. Lloyd
Title: VP