

Raptor Pharmaceutical Corp
Form 4
October 26, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRANKLIN RICHARD L

(Last) (First) (Middle)

C/O RAPTOR
PHARMACEUTICAL CORP., 7
HAMILTON LANDING, SUITE
100

(Street)

NOVATO, CA 94949

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Raptor Pharmaceutical Corp [RPTP]

3. Date of Earliest Transaction
(Month/Day/Year)

10/24/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	10/24/2016		U ⁽¹⁾	6,695	D	\$ 9	8,330	D
Common Stock	10/25/2016		D ⁽²⁾	8,330	D	\$ 9	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 3.54	10/25/2016		D	90,000	(3) 11/22/2020	Common Stock 90,000
Stock Option (right to buy)	\$ 5.13	10/25/2016		D	120,000	(3) 09/22/2021	Common Stock 120,000
Stock Option (right to buy)	\$ 5.49	10/25/2016		D	50,000	(3) 09/25/2022	Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANKLIN RICHARD L C/O RAPTOR PHARMACEUTICAL CORP. 7 HAMILTON LANDING, SUITE 100 NOVATO, CA 94949	X			

Signatures

/s/ Sally Brammell, as
Attorney-in-Fact
10/25/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares tendered in connection with an offer to purchase all of the issued and outstanding shares of common stock of Raptor Pharmaceutical Corp. ("Raptor"), par value \$0.001 per share, for an amount of \$9.00 per share in cash, without interest and less any applicable withholding taxes, commenced pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of September 12, 2016, by and among Raptor, Horizon Pharma plc, a public limited company organized under the laws of Ireland ("Parent") and Misneach Corporation, a Delaware corporation and an indirect wholly owned subsidiary of Parent.

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- (2) Pursuant to the Merger Agreement, on October 25, 2016, each outstanding restricted stock unit was accelerated in full and cancelled in exchange for the right to receive \$9.00 per share in cash, without interest and less any required withholding taxes.
- (3) Pursuant to the Merger Agreement, on October 25, 2016, each outstanding stock option was accelerated in full and cancelled in exchange for the right to receive \$9.00 in cash, without interest and less the exercise price of such option and any required withholding taxes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.