

CATALYST PHARMACEUTICAL PARTNERS, INC.

Form 4

December 12, 2012

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 *
BIOMARIN PHARMACEUTICAL INC

2. Issuer Name and Ticker or Trading Symbol
CATALYST PHARMACEUTICAL PARTNERS, INC. [CPRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
105 DIGITAL DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/08/2012

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

NOVATO, CA 94949

(City) (State) (Zip)

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/08/2012		P		5,000,000	A	0.75
							\$
							6,666,667
							D
							(1)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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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 Underlying (Instr. 3 and 4)
Convertible Promissory Note and Purchase Agreement	\$ 0.75 ⁽¹⁾	12/08/2012		J	5,000,000	12/08/2012 ⁽¹⁾ 12/08/2012 ⁽¹⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIOMARIN PHARMACEUTICAL INC 105 DIGITAL DRIVE NOVATO, CA 94949		X		

Signatures

/s/ G. Eric Davis 12/11/2012
 **Signature of Date
 Reporting Person

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) BioMarin Pharmaceuticals, Inc. held a Convertible Promissory Note and Purchase Agreement ("Convertible Note") in the aggregate amount of \$5,000,000 that automatically converted into 6,666,666 shares of Common Stock of Catalyst Pharmaceuticals, Inc. at a conversion price of \$0.75 per share on December 8, 2012. The number of shares issuable upon conversion of the Convertible Note was determined by dividing the aggregate principal amount of the note, \$5,000,000 by the "Conversion Price" in effect on December 8, 2012. The Conversion Price was the dollar weighted average price of the Common Stock for the 15 business day period prior to December 8, 2012, multiplied by 0.9; provided, however, that the Conversion price could not be less than \$0.75 per share or more than \$2.50 per share.
- 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.