

Raptor Pharmaceutical Corp
Form 424B3
April 14, 2011

Prospectus Supplement No. 2 Filed Pursuant to Rule 424(b)(3)
Registration No. 333-162374

Prospectus Supplement No. 2 dated April 13, 2011
(To Prospectus dated December 1, 2010)

3,747,558 SHARES OF COMMON STOCK
SERIES A WARRANTS TO PURCHASE UP TO 1,873,779 SHARES OF COMMON STOCK
SERIES B WARRANTS TO PURCHASE UP TO 1,873,779 SHARES OF COMMON

This prospectus supplement no. 2 supplements that certain prospectus dated December 1, 2010, as supplemented by that certain prospectus supplement no. 1, dated January 14, 2011 (collectively, the "Prospectus") of Raptor Pharmaceutical Corp., a Delaware corporation (the "Company") relating to the offering for sale of 3,747,558 units, consisting of (i) 3,747,558 shares of the Company's common stock, (ii) warrants to purchase an aggregate of up to 1,873,779 shares of the Company's common stock (and the shares of common stock issuable from time to time upon exercise of such warrants), exercisable, subject to its terms, at \$2.45 per share, during the period beginning on June 20, 2010 and ending on December 22, 2014, and (iii) warrants to purchase an aggregate of up to 1,873,779 shares of the Company's common stock (and the shares of common stock issuable from time to time upon exercise of such warrants), exercisable, subject to its terms, at \$2.45 per share, during the period beginning on June 20, 2010 and ending on June 22, 2011.

This prospectus supplement no. 2 contains the Quarterly Report on Form 10-Q for the quarterly period ended February 28, 2011 filed by the Company with the Securities and Exchange Commission on April 13, 2011 (the "10-Q"). This prospectus supplement no. 2 is not complete without, and may not be delivered or used except in connection with, the Prospectus. This prospectus supplement no. 2 is qualified by reference to the Prospectus except to the extent that the information in this prospectus supplement no. 2 updates and supersedes the information contained in the Prospectus, including any supplements or amendments thereto.

INVESTING IN THE COMPANY'S COMMON STOCK INVOLVES SUBSTANTIAL RISKS. SEE THE SECTION TITLED "RISK FACTORS" BEGINNING ON PAGE 9 OF THE PROSPECTUS AND THE SECTION TITLED "RISK FACTORS THAT MAY AFFECT FUTURE RESULTS" BEGINNING ON PAGE 55 OF THE 10-Q TO READ ABOUT FACTORS YOU SHOULD CONSIDER BEFORE BUYING SHARES OF THE COMPANY'S COMMON STOCK.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THE PROSPECTUS OR THIS PROSPECTUS SUPPLEMENT NO. 2. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is April 13, 2011.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

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

For the quarterly period ended February 28, 2011

or
[] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 000-25571

Raptor Pharmaceutical Corp.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation
or organization)

86-0883978
(I.R.S. Employer Identification No.)

9 Commercial Blvd., Suite 200, Novato, CA 94949
(Address of principal executive offices) (Zip Code)

(415) 382-8111
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934, during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

There were 32,540,318 shares of the registrant’s common stock, \$.001 par value per share, outstanding at March 31, 2011.

RAPTOR PHARMACEUTICAL CORP.

FORM 10-Q FOR THE QUARTER ENDED FEBRUARY 28, 2011

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

Raptor Pharmaceutical Corp.
(A Development Stage Company)
Condensed Consolidated Balance Sheets

ASSETS	February 28, 2011 (unaudited)	August 31, 2010 (1)
Current assets:		
Cash and cash equivalents	\$ 16,480,598	\$ 16,953,524
Restricted cash	113,748	-
Prepaid expenses and other	162,707	285,898
Total current assets	16,757,053	17,239,422
Intangible assets, net	3,435,792	3,512,542
Goodwill	3,275,404	3,275,403
Fixed assets, net	78,808	93,249
Deposits	104,906	102,906
Deferred offering costs	-	166,015
Total assets	\$ 23,651,963	24,389,537

LIABILITIES AND STOCKHOLDERS' EQUITY

Liabilities

Current liabilities:

Accounts payable	\$ 714,646	\$ 637,321
Accrued liabilities	1,113,782	1,129,810
Common stock warrant liability	19,696,623	15,780,216
Deferred rent	22,845	2,673
Capital lease liability – current	4,814	4,865
Total current liabilities	21,552,710	17,554,885
Capital lease liability - long-term	-	1,811
Total liabilities	21,552,710	17,556,696

Commitments and contingencies

Stockholders' equity:

Preferred stock, \$0.001 par value, 15,000,000
shares authorized, zero shares issued
and outstanding

-	-
32,416	30,077

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Common stock, \$0.001 par value, 150,000,000 shares authorized, 32,415,318 and 30,076,758 shares issued and outstanding as at February 28, 2011 and August 31, 2010, respectively		
Additional paid-in capital	55,971,044	47,617,449
Accumulated other comprehensive loss	(2,305)	(7,854)
Deficit accumulated during development stage	(53,901,902)	(40,806,831)
Total stockholders' equity	2,099,253	6,832,841
Total liabilities and stockholders' equity	\$ 23,651,963	\$ 24,389,537

(1) Derived from the Company's audited consolidated financial statements as of August 31, 2010.

The accompanying notes are an integral part of these financial statements.

Raptor Pharmaceutical Corp.
 (A Development Stage Company)
 Condensed Consolidated Statements of Operations
 (Unaudited)

For the three month periods from

December 1, 2010 to February 28, 2011	December 1, 2009 to February 28, 2010
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Revenues:	\$	-	\$	-
Operating expenses:				
General and administrative		1,126,512		981,272
Research and development		3,669,246		2,162,004
Total operating expenses		4,795,758		3,143,276
Loss from operations		(4,795,758)		(3,143,276)
Interest income		11,756		7,145
Interest expense		(356)		(811)
Foreign currency transaction loss		(159)		-
Adjustment to fair value of common stock warrants				