

Raptor Pharmaceutical Corp
Form 10-KT/A
June 19, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

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

For the fiscal year ended _____

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

For the transition period from September 1, 2012 to December 31, 2012

Commission file number 000-50720

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

Delaware 86-0883978
(State or other jurisdiction of incorporation or organization) (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)

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

| Title of Each Class | Name of Each Exchange on Which Registered |
|---------------------------------|---|
| Common Stock, \$.001 par value | The NASDAQ Global Market |
| Preferred Share Purchase Rights | |

Securities registered under Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 Website, 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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 Act.) Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant as of June 30, 2012 (the last business day of the registrant's most recently completed second quarter) was \$264.6 million.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date: 53,506,604 shares common stock, par value \$0.001, outstanding as of February 22, 2013.

The documents incorporated by reference are as follows:

None.

EXPLANATORY NOTE

Raptor Pharmaceutical Corp., or the "Company", is filing this amendment (the "Form 10-KT/A") to our Transition Report on Form 10-KT for the four-month transition period from September 1, 2012 to December 31, 2012 (the "Form 10-KT"), filed with the U.S. Securities and Exchange Commission (the "Commission") on March 14, 2013, solely to amend Item 15 Exhibit Index of the Form 10-KT and re-file the agreement identified as Exhibit 10.38 to the Form 10-KT. The Company has made no further changes to the Form 10-KT.

This Form 10-KT/A should be read in conjunction with the original Form 10-KT, which continues to speak as of the date of the Form 10-KT. Except as specifically noted above, this Form 10-KT/A does not modify or update disclosures in the Form 10-KT. Accordingly, this Form 10-KT/A does not reflect events occurring after the filing of the Form 10-KT or modify or update any related or other disclosures.

ITEM 15: EXHIBITS, FINANCIAL STATEMENT SCHEDULES
Exhibits

The following exhibits are filed as part of, or incorporated by reference into this Amendment No. 1 to the Transition Report on Form 10-KT/A:

Exhibit Index

- 2.1 Agreement and Plan of Merger and Reorganization, dated as of June 7, 2006, by and among Axonyx Inc., Autobahn Acquisition, Inc. and TorreyPines Therapeutics, Inc. (incorporated by reference to Annex A to Registration Statement No. 333-136018 filed on July 25, 2006). Amendment No. 1 to Agreement and Plan of Merger and Reorganization, dated as of August 25, 2006, by and among Axonyx Inc., Autobahn Acquisition, Inc. and TorreyPines Therapeutics, Inc. (incorporated by reference to Annex A to Amendment No. 1 to Registration Statement No. 333-136018 filed on August 25, 2006).
- 2.2 Agreement and Plan of Merger
- 2.3

and
Reorganization,
dated July 27,
2009, by and
among Raptor
Pharmaceuticals
Corp.,
TorreyPines
Therapeutics, Inc.,
a Delaware
corporation, and
ECP Acquisition,
Inc., a Delaware
corporation
(incorporated by
reference to
Exhibit 2.3 to the
Registrant's
Current Report on
Form 8-K, filed
on July 28, 2009).

3.1 Certificate of
Incorporation of
the Registrant
(incorporated by
reference to
Exhibit 3.1 to the
Registrant's
Current Report on
Form 8-K, filed
on October 10,
2006).

3.2 Bylaws of the
Registrant
(incorporated by
reference to
Exhibit 3.2 to the
Registrant's
Current Report on
Form 8-K, filed
on October 10,
2006).

3.3 Certificate of
Amendment filed
with the Secretary
of State of the
State of Nevada
effecting an
8-for-1 reverse
stock of the
Registrant's

- common stock and changing the name of the Registrant from Axonyx Inc. to TorreyPines Therapeutics, Inc. (incorporated by reference to Exhibit 3.3 to the Registrant's Current Report on Form 8-K, filed on October 10, 2006).
- 3.4 Articles of Conversion filed with the Secretary of State of the State of Nevada changing the state of incorporation of the Registrant (incorporated by reference to Exhibit 3.4 to the Registrant's Current Report on Form 8-K, filed on October 10, 2006).
- 3.5 Certificate of Conversion filed with the Secretary of State of the State of Delaware (incorporated by reference to Exhibit 3.5 to the Registrant's Current Report on Form 8-K, filed on October 10, 2006).
- 3.6 Amendment to Bylaws of the Registrant (incorporated by reference to Exhibit 3.6 to the Registrant's

- Annual Report on Form 10-K, filed on March 29, 2007).
- Charter Amendment for TorreyPines (incorporated by reference to
- 3.7 Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed on October 9, 2009).
- Certificate of Merger between Raptor Pharmaceuticals Corp., ECP Acquisition, Inc. and TorreyPines Therapeutics, Inc. (incorporated by reference to
- 3.8 Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed on October 9, 2009).
- Amendment to Bylaws of the Registrant (incorporated by reference to
- 3.9 Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed on May 14, 2012).
- 4.1 Specimen common stock certificate of the Registrant (incorporated by reference to Exhibit 4.7 to the Registrant's Current Report on Form 8-K, filed

- on October 9, 2009).
Form of Warrant issued to Oxford Financial and Silicon Valley Bank on September 27, 2005
- 4.2 (incorporated by reference to Exhibit 4.16 to the Registrant's Annual Report on Form 10-K, filed on March 29, 2007).
Form of Warrant issued to Comerica Bank on June 11, 2008 (incorporated by reference to Exhibit 4.1 to the Registrant's Report on Form 8-K, filed on June 17, 2008).
Rights Agreement Amendment, dated as of July 27, 2009, to the Rights Agreement dated May 13, 2005 between TorreyPines and American Stock Transfer and Trust Company
- 4.4 (replacing The Nevada Agency and Trust Company) (incorporated by reference to Exhibit 2.3 to the Registrant's Current Report on Form 8-K, filed on July 28, 2009).
- 4.5

- Amendment to
Rights
Agreement, dated
August 6, 2010,
by and between
the Registrant and
American Stock
Transfer & Trust
Company, LLC
(incorporated by
reference to
Exhibit 4.2 to the
Registrant's
Current Report on
Form 8-K, filed
on August 10,
2010).
- 4.6 * Warrant to
purchase common
stock dated
December 14,
2007 issued to
Flower Ventures,
LLC (incorporated
by reference to
Exhibit 4.1 to
Raptor
Pharmaceuticals
Corp.'s Quarterly
Report on Form
10QSB/A, filed on
April 15, 2008).
- 4.7 * Warrant
Agreement
Amendment,
dated December
17, 2009, between
the Registrant and
Flower Ventures,
LLC (incorporated
by reference to
Exhibit 4.15 to
Registrant's
Quarterly Report
on Form 10QSB,
filed on April 9,
2010).
- 4.8 * Form of
Placement Agent
Warrant to
purchase common

- stock of Raptor
Pharmaceuticals
Corp.
(incorporated by
reference to
Exhibit 4.2 to
Raptor
Pharmaceuticals
Corp.'s Current
Report on Form
8-K/A, filed on
May 28, 2008).
Form of
Placement Agent
Warrant to
purchase common
stock of Raptor
Pharmaceuticals
Corp.
4.9* (incorporated by
reference to
Exhibit 4.2 to
Raptor
Pharmaceuticals
Corp.'s Current
Report on Form
8-K, filed on
August 25, 2009).
Form of Investor
Warrants
(incorporated by
reference to
Exhibit 4.1 on
4.10 Registrant's
Current Report on
Form 8-K filed on
December 18,
2009).
Form of Investor
Warrants
(incorporated by
reference to
4.11 Exhibit 4.1 on
Registrant's
Current Report on
Form 8-K filed on
August 10, 2010).
4.12 Placement Agent
Warrant
(incorporated by
reference to

Exhibit 4.2 on
Registrant's
Current Report on
Form 8-K filed on
August 13, 2010).

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- 10.1# TorreyPines Therapeutics, Inc. 2006 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on October 4, 2006).
- 10.2# Form of Stock Option Agreement under TorreyPines Therapeutics, Inc. 2006 Equity Incentive Plan (incorporated by reference to Exhibit 10.9 to the Registrant's Current Report on Form 8-K, filed on October 4, 2006).
- 10.3** Research and License Agreement by and between TPTX, Inc. and Life Science Research Israel Ltd. dated as of May 10, 2004 (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K, filed on October 10, 2006).
- 10.4# Employment Agreement between Raptor Pharmaceuticals Corp. and Dr. Christopher Starr dated May 1, 2006 (incorporated by reference to Exhibit 10.5 to Raptor Pharmaceuticals Corp.'s Current Report on Form 8-K, filed on May 26, 2006).
- 10.5# First Amendment to the Employment Agreement between Raptor Pharmaceuticals Corp. and Dr. Christopher Starr dated January 1, 2009 (incorporated by reference to Exhibit 10.1 to Raptor Pharmaceuticals Corp.'s Current Report on Form 8-K, filed on January 5, 2009).
- 10.6# Employment Agreement between Raptor Pharmaceuticals Corp. and Dr. Todd Zankel dated May 15, 2006 (incorporated by reference to Exhibit 10.6 to Raptor Pharmaceuticals Corp.'s Current Report on Form 8-K filed on May 26, 2006).
- 10.7# First Amendment to the Employment Agreement between Raptor Pharmaceuticals Corp. and Dr. Todd Zankel dated January 1, 2009 (incorporated by reference to Exhibit 10.3 to Raptor Pharmaceuticals Corp.'s Current Report on Form 8-K, filed on January 5, 2009).
- 10.8# Employment Agreement between Raptor Therapeutics Inc. and Thomas E. Daley dated September 7, 2007 (incorporated by reference to Exhibit 10.1 to Raptor Pharmaceuticals Corp.'s Quarterly Report on Form 10-QSB filed on January 14, 2009).
- 10.9# First Amendment to the Employment Agreement between Raptor Pharmaceuticals Corp. and Thomas E. Daley dated January 1, 2009 (incorporated by reference to Exhibit 10.4 to Raptor Pharmaceuticals Corp.'s Current Report on Form 8-K, filed on January 5, 2009).
- 10.10# Offer Letter from Raptor Therapeutics Inc. dated April 8, 2009 for Dr. Patrice Rioux (incorporated by reference to Exhibit 10.1 to Raptor Pharmaceuticals Corp.'s Current Report on Form 8-K filed on April 14, 2008).
- 10.11#** Offer Letter from Raptor Therapeutics Inc. dated January 1, 2011 for Patrick Reichenberger (incorporated by reference to Exhibit 10.17 to the Registrant's Annual Report on Form 10-K, filed on November 14, 2011).
- 10.13# 2006 Equity Incentive Plan of Raptor Pharmaceuticals Corp., as amended (incorporated by reference to Exhibit 4.3 to Raptor Pharmaceuticals Corp.'s Registration Statement on Form S-8 filed on February 28, 2007).
- 10.14# 2008 Plan Amendment to 2006 Equity Incentive Plan of Raptor Pharmaceuticals Corp. (incorporated by reference to Exhibit 10.5 to Raptor Pharmaceuticals Corp.'s Annual Report on Form 10-K/A filed on December 23, 2008).
- 10.15 Asset Purchase Agreement between Raptor Therapeutics, Inc., Raptor Pharmaceuticals Corp. and Convivia, Inc. dated October 17, 2007 (incorporated by reference to Exhibit 10.3 to Raptor Pharmaceuticals Corp.'s Quarterly Report on Form 10QSB filed on January 14, 2008).
- 10.16 Merger agreement between Raptor Therapeutics, Inc., Raptor Pharmaceuticals Corp. and Encode Pharmaceuticals, Inc. dated December 14, 2007 (incorporated by reference to Exhibit 10.1 to Raptor Pharmaceuticals Corp.'s Quarterly Report on Form 10QSB/A filed on April 15, 2008).
- 10.17** Pharmaceutical development services agreement between Raptor Therapeutics Inc. and Patheon Pharmaceuticals Inc. dated January 7, 2008 (incorporated by reference to Exhibit 10.2 to Raptor Pharmaceuticals Corp.'s Quarterly Report on Form 10QSB/A filed on April 15, 2008).
- 10.18 Raptor Form Indemnity Agreement dated on December 9, 2009 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on December 15, 2009).
- 10.19 Securities Purchase Agreement, dated December 17, 2009, by and between the Registrant and the investors signatories thereto (incorporated by reference to Exhibit 10.1 on Registrant's Current Report on Form 8-K filed on December 18, 2009).

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- 10.20# Raptor Pharmaceutical Corp. 2010 Stock Incentive Plan (incorporated by reference to Appendix A to the Registrant's Revised Definitive Proxy Statement, filed on February 5, 2010).
- 10.21# 2011 Plan Amendments to the Raptor Pharmaceutical Corp. 2010 Stock Incentive Plan (incorporated by reference to Exhibit 4.15 to the Registrant's Registration Statement on Form S-8 (File No. 333-173719), filed on April 26, 2011).
- 10.22 Registration Rights Agreement, dated April 16, 2010, between the Registrant and Lincoln Park Capital Fund, LLC (incorporated by reference to Exhibit 10.2 on Registrant's Current Report on Form 8-K, filed on April 22, 2010).
- 10.23# Form of Award Agreement under the Raptor Pharmaceutical Corp. 2010 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed on September 28, 2011).
- 10.24 Securities Purchase Agreement, dated August 9, 2010, by and among the Registrant and the Investors signatories thereto (incorporated by reference to Exhibit 10.1 on Registrant's Current Report on Form 8-K, filed on August 10, 2010).
- 10.25 Securities Purchase Agreement, dated August 9, 2010, by and among the Registrant and the Investor signatory thereto (incorporated by reference to Exhibit 10.2 of the Registrant's Current Report on Form 8-K filed on August 10, 2010).
- 10.26 Registration Rights Agreement, dated August 12, 2010, by and among the Registrant and the signatories thereto (incorporated by reference to Exhibit 10.3 of the Registrant's Current Report on Form 8-K, filed on August 13, 2010).
- 10.27** Manufacturing Services Agreement, dated as of November 15, 2010, by and between Patheon Pharmaceuticals Inc. and Raptor Therapeutics, Inc. (incorporated by reference to Exhibit 10.53 of the Registrant's Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 filed on November 23, 2010 (File No. 333-168966)).
- 10.28** API Supply Agreement, dated November 15, 2010, by and between Raptor Therapeutics Inc. and Cambrex Profarmaco Milano (incorporated by reference to Exhibit 10.54 of the Registrant's Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 filed on November 23, 2010 (File No. 333-168966)).
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10.29** Cooperative Research and Development Agreement for Extramural-PHS Clinical Research dated December 15, 2011 between the U.S. Department of Health and Human Services, as represented by the National Institute of Diabetes and Digestive and Kidney Diseases, an institute or center of the National Institutes of Health, and Raptor Therapeutics Inc. (incorporated by reference to Exhibit 10.1 of the Registrant's Quarterly Report on Form 10-Q filed on April 9, 2012).

10.30**# Employment Agreement dated April 15, 2012 between Raptor Pharmaceuticals Europe B.V. and Henk Doude van Troostwijk (incorporated by reference to Exhibit 10.1 of the Registrant's Quarterly Report on Form 10-Q filed on July 10, 2012).

10.31** Intellectual Property Platform Contribution Transaction License Agreement, dated April 16, 2012, between RPTP European Holdings, C.V. and Raptor Therapeutics Inc. (incorporated by reference to Exhibit 10.2 of the Registrant's Quarterly Report on Form 10-Q filed on July 10, 2012).

10.32**# Employment Agreement, dated September 10, 2012, between the Registrant and Georgia Erbez (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on September 12, 2012).

10.33**# Employment Agreement, dated September 10, 2012, between Raptor Therapeutics and Julie A. Smith (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K, filed on September 12, 2012).

10.34**# Employment Agreement, dated September 10, 2012, between the Registrant and Kim R. Tsuchimoto (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K, filed on September 12, 2012).

10.35# Employment Agreement, dated September 25, 2012, between the Registrant and Kathy Powell (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on October 1, 2012).

10.36 Sales Agreement, dated as of April 30, 2012, by and between Registrant and Cowen and Company, LLC (incorporated by reference to Exhibit 1.1 of the Registrant's Current Report on Form 8-K, filed on May 1, 2012).

10.37+ Second Amendment to License Agreement, effective as of October 30, 2012, by and between Raptor Therapeutics, Inc. and The Regents of the University of California (incorporated by reference to Exhibit 10.37 to the Registrant's Transition Report on Form 10-KT, filed on March 14, 2013).

10.38+† Loan Agreement, dated as of December 20, 2012, by and among Registrant, HealthCare Royalty Partners II, L.P. and the Guarantors party thereto.

21.1 Subsidiaries of the Registrant.

23.1 Consent of Burr Pilger Mayer, Inc. Independent Registered Public Accounting Firm to the Registrant

24.1 Power of Attorney (included in the signature page hereto).

31.1† Certification of Christopher M. Starr, Ph.D., Chief Executive Officer and Director.

31.2† Certification of Georgia Erbez, Chief Financial Officer, Secretary and Treasurer.

32.1† Certification of Christopher M. Starr, Ph.D., Chief Executive Officer and Director, and of Georgia Erbez, Chief Financial Officer, Secretary and Treasurer.

* The Raptor Pharmaceuticals Corp. warrants set forth in Exhibits 4.6 - 4.9 have been converted into warrants of the Registrant and the exercise price of such warrants and number of shares of common stock issuable thereunder have been converted as described in Item 1.01 (under the section titled, "Background") of the Registrant's Current Report on Form 8-K, filed on October 5, 2009.

** Certain information omitted pursuant to a request for confidential treatment filed separately with and granted by the SEC.

+ Certain information omitted pursuant to a request for confidential treatment filed with the SEC.

Indicates a management contract or compensatory plan or arrangement.

† Filed herewith.

SIGNATURES

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

RAPTOR PHARMACEUTICAL CORP.

By: /s/
 Georgia
 Erbez
 Georgia
 Erbez
 Chief
 Financial
 Officer,
 Secretary
 and
 Treasurer
 (Principal
 Financial
 Officer and
 Principal
 Accounting
 Officer)
 Date: June
 19, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

| Signatures | Title | Date |
|---|--|------------------|
| * | | |
| _____ Christopher M. Starr, Ph.D. | Chief Executive Officer and Director (Principal Executive Officer) | June 19, 2013 |
| <u>/s/ Georgia Erbez</u> Georgia Erbez | Chief Financial Officer, Secretary and Treasurer (Principal Financial Officer and Principal Accounting Officer) | June 19, 2013 |
| * | | |
| _____ Raymond W. Anderson | Director | June 19, 2013 |
| * | | |
| _____ Suzanne L. Bruhn, Ph.D. | Director | June 19, 2013 |

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| <u>Richard L Franklin, M.D., Ph.D.</u> | Director | June 19, 2013 |
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| <u>Llew Keltner, M.D., Ph.D.</u> | Director | June 19, 2013 |
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| <u>Erich Sager</u> | Director | June 19, 2013 |
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| <u>Vijay B. Samant</u> | Director | June 19, 2013 |
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| <u>Timothy P. Walbert</u> | Director | June 19, 2013 |
|---------------------------|----------|------------------|

* By: /s/ Georgia Erbez
Georgia Erbez
as Attorney-in-Fact