Raptor Pharmaceutical Corp Form 4 October 26, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

Form 5
obligations
may continue.

See Instruction

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(b).

1. Name and Address of Reporting Person * Gould Ashley C.			2. Issuer Name <b>and</b> Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer			
	Raptor F	Raptor Pharmaceutical Corp [RPTP]					(Check all applicable)					
(Last)	(First) (I	Middle)	e) 3. Date of Earl			nsaction			(Check an applicable)			
				(Month/Day/Year)					Director		6 Owner	
C/O RAPTO	10/24/20	10/24/2016					_X_ Officer (give title Other (specify below)					
PHARMAC							Chief Legal Officer					
HAMILTON LANDING, SUITE												
100												
	(Street)		4. If Amer			Original			6. Individual or Joint/Group Filing(Check			
	Filed(Mon	th/Day/Year	r)				Applicable Line) _X_ Form filed by One Reporting Person					
NOVATO,							Form filed by More than One Reporting Person					
110 1110, 611 74747												
(City)	(State)	(Zip)	Table	e I - Non-I	Dei	rivative S	ecurit	ies Acc	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of	2. Transaction Date 2A. Dee			med 3. 4. Securities Acquired				5. Amount of	7. Nature of			
` ,			on Date, if	· · · · · · · · · · · · · · · · · · ·				lof	Securities	Indirect		
(Instr. 3)	:. 3) any (Month/E			Code (D) (Instr. 8) (Instr. 3, 4 and 5)			5)	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership		
		(IVIOIIII)	(Day) (Car)	(IIIstr. 0)		(msu: 5, 1 and 5)			Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported				
							or		Transaction(s) (Instr. 3 and 4)			
~				Code V	7	Amount	(D)	Price	(IIIstr. 3 and 4)			
Common Stock	10/24/2016			<u>U(1)</u>	(	9,286	D	\$ 9	36,690	D		
Common Stock	10/25/2016			D(2)		36,690	D	\$9	0	D		

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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	\$ 3.74	10/25/2016		D	44,054	(3)	02/09/2026	Common Stock	44,054

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gould Ashley C. C/O RAPTOR PHARMACEUTICAL CORP 7 HAMILTON LANDING, SUITE 100 NOVATO, CA 94949

Chief Legal Officer

### **Signatures**

/s/ Sally Brammell, as Attorney-in-Fact

\*\*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).

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.

- 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.
- 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.

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