

CORCEPT THERAPEUTICS INC  
Form SC 13G/A  
February 08, 2013

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 8)\***

**Corcept Therapeutics Incorporated**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**218352102**

(CUSIP Number)

**December 31, 2012**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 218352102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Sutter Hill Ventures, A California Limited Partnership
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
California, USA
- |   |    |  |                                      |
|---|----|--|--------------------------------------|
|   | 5. |  | Sole Voting Power<br>5,962,153*      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. |  | Shared Voting Power<br>-0-           |
|   | 7. |  | Sole Dispositive Power<br>5,962,153* |
|   | 8. |  | Shared Dispositive Power<br>-0-      |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,962,153
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
5.9%
  12. Type of Reporting Person (See Instructions)  
PN

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\* See Appendix A, Note 1.

CUSIP No. 218352102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Sutter Hill Entrepreneurs Fund (AI), L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
California, USA
- |   |    |  |                                  |
|---|----|--|----------------------------------|
|   | 5. |  | Sole Voting Power<br>29,273      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. |  | Shared Voting Power<br>-0-       |
|   | 7. |  | Sole Dispositive Power<br>29,273 |
|   | 8. |  | Shared Dispositive Power<br>-0-  |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
29,273
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
0.0%
  12. Type of Reporting Person (See Instructions)  
PN

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CUSIP No. 218352102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Sutter Hill Entrepreneurs Fund (QP), L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
California, USA
- |   |    |                                  |
|---|----|----------------------------------|
|   | 5. | Sole Voting Power<br>74,113      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. | Shared Voting Power<br>-0-       |
|   | 7. | Sole Dispositive Power<br>74,113 |
|   | 8. | Shared Dispositive Power<br>-0-  |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
74,113
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
0.1%
  12. Type of Reporting Person (See Instructions)  
PN

CUSIP No. 218352102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
David L. Anderson
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
USA
- |   |    |  |   |
|---|----|--|---|
|   | 5. |  | Sole Voting Power<br>1,120,860*         |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. |  | Shared Voting Power<br>6,065,539**      |
|   | 7. |  | Sole Dispositive Power<br>1,120,860*    |
|   | 8. |  | Shared Dispositive Power<br>6,065,539** |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
7,186,399
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
7.1%
  12. Type of Reporting Person (See Instructions)  
IN

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\* See Appendix A, Note 3.

\*\* Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Appendix A.

CUSIP No. 218352102

- |     |  |
|-----|--|
| 1.  | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)<br>G. Leonard Baker, Jr.                         |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |
| 4.  | Citizenship or Place of Organization<br>USA  |
| 5.  | Sole Voting Power<br>3,783,001*  |
| 6.  | Shared Voting Power<br>6,065,539**   |
| 7.  | Sole Dispositive Power<br>3,783,001*   |
| 8.  | Shared Dispositive Power<br>6,065,539**  |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>9,848,540  |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>                                |
| 11. | Percent of Class Represented by Amount in Row (9)<br>9.7%  |
| 12. | Type of Reporting Person (See Instructions)<br>IN  |

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\* See Appendix A, Note 4.

\*\* Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Appendix A.

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CUSIP No. 218352102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
William H. Younger, Jr.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
USA
- |   |    |   |
|---|----|---|
|   | 5. | Sole Voting Power<br>1,043,725*         |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. | Shared Voting Power<br>6,065,539**      |
|   | 7. | Sole Dispositive Power<br>1,043,725*    |
|   | 8. | Shared Dispositive Power<br>6,065,539** |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
7,109,264
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
7.1%
  12. Type of Reporting Person (See Instructions)  
IN

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\* See Appendix A, Note 5.

\*\* Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Appendix A.

CUSIP No. 218352102

- |     |  |
|-----|--|
| 1.  | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)<br>Tench Coxe                                    |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |
| 4.  | Citizenship or Place of Organization<br>USA  |
| 5.  | Sole Voting Power<br>1,647,317*  |
| 6.  | Shared Voting Power<br>6,065,539**   |
| 7.  | Sole Dispositive Power<br>1,647,317*   |
| 8.  | Shared Dispositive Power<br>6,065,539**  |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>7,712,856  |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>                                |
| 11. | Percent of Class Represented by Amount in Row (9)<br>7.7%  |
| 12. | Type of Reporting Person (See Instructions)<br>IN  |

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\* See Appendix A, Note 6.

\*\* Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Appendix A.

CUSIP No. 218352102

- |     |  |
|-----|--|
| 1.  | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)<br>James C. Gaither                              |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |
| 4.  | Citizenship or Place of Organization<br>USA  |
| 5.  | Sole Voting Power<br>138,146*  |
| 6.  | Shared Voting Power<br>6,065,539**   |
| 7.  | Sole Dispositive Power<br>138,146*   |
| 8.  | Shared Dispositive Power<br>6,065,539**  |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>6,203,685  |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>                                |
| 11. | Percent of Class Represented by Amount in Row (9)<br>6.2%  |
| 12. | Type of Reporting Person (See Instructions)<br>IN  |

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\* See Appendix A, Note 7.

\*\* Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Appendix A.

CUSIP No. 218352102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
James N. White
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
USA
- |   |    |  |   |
|---|----|--|---|
|   | 5. |  | Sole Voting Power<br>298,933*           |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. |  | Shared Voting Power<br>6,065,539**      |
|   | 7. |  | Sole Dispositive Power<br>298,933*      |
|   | 8. |  | Shared Dispositive Power<br>6,065,539** |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
6,364,472
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
6.3%
  12. Type of Reporting Person (See Instructions)  
IN

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\* See Appendix A, Note 8.

\*\* Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Appendix A.

CUSIP No. 218352102

- |     |  |
|-----|--|
| 1.  | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)<br>Jeffrey W. Bird                               |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |
| 4.  | Citizenship or Place of Organization<br>USA  |
| 5.  | Sole Voting Power<br>271,403*  |
| 6.  | Shared Voting Power<br>6,065,539**   |
| 7.  | Sole Dispositive Power<br>271,403*   |
| 8.  | Shared Dispositive Power<br>6,065,539**  |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>6,336,942  |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>                                |
| 11. | Percent of Class Represented by Amount in Row (9)<br>6.3%  |
| 12. | Type of Reporting Person (See Instructions)<br>IN  |

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\* See Appendix A, Note 9.

\*\* Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Appendix A.

CUSIP No. 218352102

- |     |  |
|-----|--|
| 1.  | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)<br>David E. Sweet                                |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |
| 4.  | Citizenship or Place of Organization<br>USA  |
| 5.  | Sole Voting Power<br>73,918*   |
| 6.  | Shared Voting Power<br>6,065,539**   |
| 7.  | Sole Dispositive Power<br>73,918*  |
| 8.  | Shared Dispositive Power<br>6,065,539**  |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>6,139,457  |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>                                |
| 11. | Percent of Class Represented by Amount in Row (9)<br>6.1%  |
| 12. | Type of Reporting Person (See Instructions)<br>IN  |

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\* See Appendix A, Note 10.

\*\* Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Appendix A.

CUSIP No. 218352102

- |     |  |                                  |
|-----|--|----------------------------------|
| 1.  | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)<br>Andrew T. Sheehan |                                  |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)  |                                  |
|     | (a)  | <input type="radio"/>            |
|     | (b)  | <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |                                  |
| 4.  | Citizenship or Place of Organization<br>USA  |                                  |
| 5.  | Sole Voting Power  | 45,156*                          |
| 6.  | Shared Voting Power  | 6,065,539**                      |
| 7.  | Sole Dispositive Power   | 45,156*                          |
| 8.  | Shared Dispositive Power   | 6,065,539**                      |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>6,110,695                                    |                                  |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>    |                                  |
| 11. | Percent of Class Represented by Amount in Row (9)<br>6.1%  |                                  |
| 12. | Type of Reporting Person (See Instructions)<br>IN  |                                  |

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\* See Appendix A, Note 11.

\*\* Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Appendix A.

CUSIP No. 218352102

- |   |   |   |
|---|---|---|
| 1.  | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)<br>Michael L. Speiser |   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)   |   |
|   | (a)   | <input type="radio"/>                   |
|   | (b)   | <input checked="" type="radio"/>        |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>USA   |   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5.  | Sole Voting Power<br>15,025*            |
|   | 6.  | Shared Voting Power<br>6,065,539**      |
|   | 7.  | Sole Dispositive Power<br>15,025*       |
|   | 8.  | Shared Dispositive Power<br>6,065,539** |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>6,080,564                                     |   |
| 10.   | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>     |   |
| 11.   | Percent of Class Represented by Amount in Row (9)<br>6.1%   |   |
| 12.   | Type of Reporting Person (See Instructions)<br>IN   |   |

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\* See Appendix A, Note 12.

\*\* Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Appendix A.

CUSIP No. 218352102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Stefan A. Dyckerhoff
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
German citizen (U.S. permanent resident)
- |   |    |   |
|---|----|---|
|   | 5. | Sole Voting Power<br>0                  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. | Shared Voting Power<br>6,065,539**      |
|   | 7. | Sole Dispositive Power<br>0             |
|   | 8. | Shared Dispositive Power<br>6,065,539** |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
6,065,539
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
6.0%
  12. Type of Reporting Person (See Instructions)  
IN

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\*\* Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Appendix A.

CUSIP No. 218352102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Samuel J. Pullara III
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
USA
- |   |    |  |   |
|---|----|--|---|
|   | 5. |  | Sole Voting Power<br>0                  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. |  | Shared Voting Power<br>6,065,539**      |
|   | 7. |  | Sole Dispositive Power<br>0             |
|   | 8. |  | Shared Dispositive Power<br>6,065,539** |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
6,065,539
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
6.0%
  12. Type of Reporting Person (See Instructions)  
IN

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\*\* Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Appendix A.

**Item 1.**

- (a) Name of Issuer  
Corcept Therapeutics Incorporated
- (b) Address of Issuer's Principal Executive Offices  
149 Commonwealth Drive, Menlo Park, CA 94025

**Item 2.**

- (a) Name of Person Filing  
See Appendix A; Appendix A is hereby incorporated by reference
- (b) Address of Principal Business Office or, if none, Residence  
See Appendix A
- (c) Citizenship  
See Appendix A
- (d) Title of Class of Securities  
Common Stock
- (e) CUSIP Number  
218352102

**Item 3.**

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
  - (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).  
N/A

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
  
See Appendix A, which is hereby incorporated by reference and related pages 2 to 16
- (b) Percent of class:  
  
See Appendix A, which is hereby incorporated by reference and related pages 2 to 16
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote  
  
\*\*\*
  - (ii) Shared power to vote or to direct the vote  
  
\*\*\*
  - (iii) Sole power to dispose or to direct the disposition of  
  
\*\*\*
  - (iv) Shared power to dispose or to direct the disposition of  
  
\*\*\*

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\*\*\* See Appendix A, which is hereby incorporated by reference and related pages 2 to 16. Messrs. Anderson, Baker, Younger, Coxe, Gaither, White, Bird, Sweet, Sheehan, Speiser, Dyckerhoff and Pullara are Managing Directors of the General Partner of Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., and as such, they share voting and dispositive power over the shares held by the partnerships.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

N/A

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

N/A

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

N/A

**Item 8. Identification and Classification of Members of the Group**

See Appendix A

**Item 9. Notice of Dissolution of Group**

N/A

**Item 10. Certification**

N/A

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

2/8/2013

Date

Sutter Hill Ventures, A California Limited Partnership

/s/ G. Leonard Baker, Jr.

Signature

G. Leonard Baker, Jr.

Managing Director of the General Partner

Name/Title

Sutter Hill Entrepreneurs Fund (AI), L.P.

/s/ G. Leonard Baker, Jr.

Signature

G. Leonard Baker, Jr.

Managing Director of the General Partner

Name/Title

Sutter Hill Entrepreneurs Fund (QP), L.P.

/s/ G. Leonard Baker, Jr.

Signature

G. Leonard Baker, Jr.

Managing Director of the General Partner

Name/Title

/s/ David L. Anderson

Signature

/s/ G. Leonard Baker, Jr.

Signature

/s/ William H. Younger, Jr.

Signature

/s/ Tench Coxe

Signature

/s/ James C. Gaither

Signature

/s/ James N. White

Signature

/s/ Jeffrey W. Bird

Signature

/s/ David E. Sweet  
Signature

/s/ Andrew T. Sheehan  
Signature

/s/ Michael L. Speiser  
Signature

/s/ Stefan A. Dyckerhoff  
Signature

/s/ Samuel J. Pullara III  
Signature

## APPENDIX A TO SCHEDULE 13G CORCEPT THERAPEUTICS INCORPORATED

Name of Originator	Individual	Aggregate Number of Shares Beneficially Owned		% of Total Shares	
		Aggregate			
Sutter Hill Ventures, A California Limited Partnership	5,962,153	Note 1		5.9%	
Sutter Hill Entrepreneurs Fund (AI), L.P.	29,273			0.0%	
Sutter Hill Entrepreneurs Fund (QP), L.P.	74,113			0.1%	
Total of Sutter Hill Funds	6,065,539				
David L. Anderson	1,120,860	Note 3		1.1%	
			7,186,399	Note 2	7.1%
G. Leonard Baker, Jr.	3,783,001	Note 4		3.8%	
			9,848,540	Note 2	9.7%
William H. Younger, Jr.	1,043,725	Note 5		1.0%	
			7,109,264	Note 2	7.1%
Tench Coxe	1,647,317	Note 6		1.6%	
			7,712,856	Note 2	7.7%
James C. Gaither	138,146	Note 7		0.1%	
			6,203,685	Note 2	6.2%
James N. White	298,933	Note 8		0.3%	
			6,364,472	Note 2	6.3%
Jeffrey W. Bird	271,403	Note 9		0.3%	
			6,336,942	Note 2	6.3%
David E. Sweet	73,918	Note 10		0.1%	
			6,139,457	Note 2	6.1%
Andrew T. Sheehan	45,156	Note 11		0.0%	
			6,110,695	Note 2	6.1%
Michael L. Speiser	15,025	Note 12		0.0%	
			6,080,564	Note 2	6.1%
Stefan A. Dyckerhoff	0			0.0%	
			6,065,539	Note 2	6.0%
Samuel J. Pullara III	0			0.0%	
			6,065,539	Note 2	6.0%

The address for all of the above is: 755 Page Mill Road, Suite A-200, Palo Alto, CA 94304.

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The partnerships are organized in California. The individuals are all U.S. citizens and residents with the exception of Mr. Dyckerhoff who is a citizen of Germany and U.S. permanent resident.

None of the above has been convicted in any criminal proceedings nor have they been subject to judgments, decrees, or final orders enjoining future violations of Federal or State securities laws.

All of the parties are individuals or entities in the venture capital business.

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Note 1: Includes 645,186 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12.

Note 2: Includes individual shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) plus all shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) held by the following partnerships of which the reporting person is a Managing Director of the General Partner: Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P.

Note 3: Comprised of 274,740 shares (including 7,452 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) held in The Anderson Living Trust of which the reporting person is the trustee, 501,168 shares (including 106,819 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) held by a retirement trust for the benefit of the reporting person, 11,136 shares held by Acrux Partners, LP of which the reporting person is the trustee of a trust which is the General Partner and 333,816 shares (including 6,213 shares of common stock issuable upon exercise of a warrant that is exercisable within 60 days after 12/31/12) held by Anvest, L.P. of which the reporting person is the trustee of a trust which is the General Partner.

Note 4: Comprised of 207 shares held in the individual's name, 960,029 shares (including 232,437 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) held in The Baker Revocable Trust of which the reporting person is a trustee, 576,631 shares (including 98,449 shares of common stock issuable upon exercise of a warrant that is exercisable within 60 days after 12/31/12) held by a Roth IRA for the benefit of the reporting person, 1,989,003 shares (including 115,015 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) held by Saunders Holdings, L.P. of which the reporting person is a trustee of a trust which is the General Partner, 62,131 shares held by grandchildren's trusts of which the reporting person is a co-trustee, 25,000 shares held by grandchildren's trusts of which the reporting person is a parent of the trustee and 170,000 shares of director's options that are fully vested and exercisable within 60 days after 12/31/12. The reporting person disclaims beneficial ownership of the shares held by those grandchildren's trusts of which the reporting person is not the trustee.

Note 5: Comprised of 246,605 shares (including 3,795 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) held in The William H. Younger, Jr. Revocable Trust of which the reporting person is the trustee, 660,550 shares (including 113,338 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) held by a retirement trust for the benefit of the reporting person and 136,570 shares (including 13,186 shares of common stock issuable upon exercise of a warrant that is exercisable within 60 days after 12/31/12) held by Yovest, L.P. of which the reporting person is the trustee of a trust which is the General Partner.

Note 6: Comprised of 397,506 shares (including 89,461 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) held in The Coxie Revocable Trust of which the reporting person is a trustee, 589,488 shares (including 87,706 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) held by a retirement trust for the benefit of the reporting person, 572,519 shares held by Rooster Partners, LP of which the reporting person is the trustee of a trust which is the General Partner and 87,804 shares held in The Tamerlane Charitable Remainder Unitrust of which the reporting person is the trustee.

Note 7: Comprised of 66,425 shares (including 2,371 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) held in The Gaither Revocable Trust of which the reporting person is the trustee and 71,721 shares (including 10,867 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) held by Tallack Partners, L.P. of which the reporting person is the trustee of a trust which is the General Partner.

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Note 8: Comprised of 277,808 shares (including 30,113 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) held in The White Revocable Trust of which the reporting person is a trustee and 21,125 shares (including 2,039 shares of common stock issuable upon exercise of a warrant that is exercisable within 60 days after 12/31/12) held by a retirement trust for the benefit of the reporting person.

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Note 9: Comprised of 271,403 shares (including 29,193 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) held in the Jeffrey W. and Christina R. Bird Trust of which the reporting person is a trustee.

Note 10: Comprised of 9,627 shares held in the individual's name, 34,057 shares (including 1,961 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) held in The David and Robin Sweet Living Trust of which the reporting person is a trustee and 30,234 shares (including 5,968 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) held by a retirement trust for the benefit of the reporting person.

Note 11: Comprised of 45,156 shares (including 5,077 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) held in the Sheehan 2003 Trust of which the reporting person is a trustee.

Note 12: Comprised of 15,025 shares (including 1,626 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/12) held in the Speiser Trust Agreement of which the reporting person is a trustee.

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