

---

---

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

---

**FORM 8-K**

---

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

**Date of Report (Date of Earliest Event Reported): May 25, 2018**

---

**CATALYST PHARMACEUTICALS, INC.**

(Exact Name Of Registrant As Specified In Its Charter)

---

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33057**  
(Commission  
File Number)

**76-0837053**  
(I.R.S. Employer  
Identification No.)

**355 Alhambra Circle  
Suite 1250  
Coral Gables, Florida**  
(Address of principal executive offices)

**33134**  
(Zip Code)

**Registrant's telephone number, including area code: (305) 420-3200**

**Not Applicable**

Former Name or Former address, if changed since last report

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this Chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

---

**Item 5.02            Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On May 25, 2018, the Company and its Chairman, President and Chief Executive Officer, Patrick J. McEnany, entered into an amendment to Mr. McEnany's employment agreement with the Company extending the term of such agreement for an additional two year period. Mr. McEnany's employment agreement with the Company now expires on November 8, 2020. All of the other terms of Mr. McEnany's employment agreement with the Company remain the same.

A copy of Amendment No. 6 to Mr. McEnany's employment agreement with the Company is attached hereto as Exhibit 10.1 and is incorporated herein by reference. The description of Amendment No. 6 that is set forth above is qualified in its entirety by reference to such amendment.

**Item 8.01            Other Events**

On May 29, 2018, Patrick J. McEnany, the Chairman, President and Chief Executive Officer of the Company, was granted stock options to purchase 500,000 shares of the Company's common stock at an exercise price of \$3.54 per share, the closing price of the Company's common stock on the date of grant. The options were granted pursuant to the Company's 2018 Stock Incentive Plan and are seven-year options, vesting in equal tranches on the first, second, and third anniversaries of the grant date.

**Item 9.01            Financial Statements and Exhibits.**

(d) Exhibits

10.1    [Amendment No. 6 to Employment Agreement between the Company and Patrick J. McEnany, dated May 25, 2018.](#)



**SIXTH AMENDMENT TO  
EMPLOYMENT AGREEMENT**

This **SIXTH AMENDMENT TO EMPLOYMENT AGREEMENT** ("Amendment") is entered into as of this 25<sup>th</sup> day of May, 2018, by and between **CATALYST PHARMACEUTICALS, INC.**, a Delaware corporation ("Company") and **PATRICK J. MCENANY** ("Employee").

**Preliminary Statements**

- A. The parties have previously entered into that certain Employment Agreement, dated as of November 8, 2006 (the "Original Agreement"), as previously amended by that certain First Amendment to Employment Agreement, dated as of December 19, 2008 (the "First Amendment"), that certain Second Amendment to Employment Agreement, dated as of November 8, 2009 (the "Second Amendment"), that certain Third Amendment to Employment Agreement, dated as of September 14, 2011 (the "Third Amendment"), that certain Fourth Amendment to Employment Agreement, dated as of August 28, 2013 (the "Fourth Amendment"), and that certain Fifth Amendment to Employment Agreement, dated as of June 23, 2016 (the "Fifth Amendment"), and together with the Original Agreement, the First Amendment, the Second Amendment, the Third Amendment, and the Fourth Amendment, the "Employment Agreement"). Unless otherwise defined, capitalized terms used herein shall have the meanings given to them in the Employment Agreement.
- B. The parties wish to further amend the Employment Agreement to reflect the terms set forth below.

**Agreement**

**NOW, THEREFORE**, in consideration of the premises, the mutual covenants set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Extension of Agreement. The outside date of the Term of the Employment Agreement is extended for a two year period from the "twelfth anniversary of the Effective Date" (November 8, 2018) until the "fourteenth anniversary of the Effective Date" (November 8, 2020). All references in the Employment Agreement to the "third anniversary of the Effective Date", the "fifth anniversary of the Effective Date", the "seventh anniversary of the Effective Date", the "tenth anniversary of the Effective Date" or the "twelfth anniversary of the Effective Date" shall be deemed by this Amendment to now refer to the "fourteenth anniversary of the Effective Date."
2. Employment Agreement Remains in Effect. Except as otherwise specifically amended herein, the terms and provisions of the Employment Agreement remain in full force and effect.

3. Counterparts. This Amendment may be executed in counterparts.

**IN WITNESS WHEREOF**, the parties have executed this Amendment, effective as of the date set forth above.

**CATALYST PHARMACEUTICALS, INC.**

By: /s/ Alicia Grande

Alicia Grande

Vice President, Treasurer and CFO

**EMPLOYEE:**

/s/ Patrick J. McEnany

Patrick J. McEnany