

**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): December 10, 2012

CATALYST PHARMACEUTICAL PARTNERS, 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 1500
Coral Gables, Florida**
(Address of principal executive offices)

33134
(Zip Code)

Registrant's telephone number, including area code: (305) 529-2522

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))

Item 3.02 Unregistered Sales of Equity Securities

On December 10, 2012, Catalyst Pharmaceutical Partners, Inc. (“Company”) issued 6,666,667 shares (the “Shares”) of its authorized but unissued common stock to BioMarin Pharmaceutical, Inc. (“BioMarin”) upon the automatic conversion of the \$5 million loan (the “Loan”) that the Company received from BioMarin on October 26, 2012 in connection with the Company’s licensing from BioMarin of the North American rights to Firdapse™. The Shares were issued at a conversion price of \$0.75 per share in accordance with the terms of that certain Convertible Promissory Note and Note Purchase Agreement, dated October 26, 2012 (the “Agreement”), between the Company and BioMarin. The conversion terms were previously disclosed in the Company’s Current Report on Form 8-K filed on October 31, 2012, and the Agreement was filed as Exhibit 10.1 to that Form 8-K and is incorporated herein by this reference.

Following the issuance of the Shares, the Company has 41,420,687 shares of its common stock outstanding and BioMarin owns approximately 16.1% of the Company’s outstanding common stock.

The issuance of the Shares was not registered under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to an exemption therefrom, and the certificate representing the Shares includes a restrictive transfer legend which provides that the Shares cannot be transferred unless they are registered for resale under the Securities Act or unless an exemption from such registration is then available (such as Rule 144). Further, pursuant to the Agreement, BioMarin has also agreed that so long as they own ten percent (10%) or more of the Company’s common stock, they will comply with Rule 144 under the Securities Act as if they are an affiliate of the Company in connection with all sales of the Company’s common stock.

Item 8.01 Other Events

On December 11, 2012, the Company issued a press release announcing the conversion of the proceeds of the Loan into shares of the Company’s common stock. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

99.1 Press release issued by the Company on December 11, 2012

SIGNATURES

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

Catalyst Pharmaceutical Partners, Inc.

By: /s/ Alicia Grande

Alicia Grande

Vice President, Treasurer and CFO

Dated: December 11, 2012

**NEWS RELEASE***For Further Information Contact:*

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 Catalyst Pharmaceutical Partners
 Chief Executive Officer
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FOR IMMEDIATE RELEASE

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 Co-President
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**Catalyst Pharmaceutical Partners Announces Automatic Conversion of
 \$5 million Promissory Note into Shares of Common Stock**

CORAL GABLES, FL, December 11, 2012 — Catalyst Pharmaceutical Partners, Inc. (Nasdaq: CPRX) today announced that it has issued 6,666,667 shares (the “Shares”) of its authorized but unissued common stock to BioMarin Pharmaceutical, Inc. (“BioMarin”) upon the automatic conversion of the \$5 million loan that Catalyst received from BioMarin on October 26, 2012 in connection with Catalyst’s licensing from BioMarin of the North American rights to Firdapse™. The Shares were issued at a conversion price of \$0.75 per share in accordance with the terms of that certain Convertible Promissory Note and Note Purchase Agreement, dated October 26, 2012 (the “Agreement”), between Catalyst and BioMarin. Following the issuance of the Shares, Catalyst has 41,420,687 shares of outstanding common stock and BioMarin owns approximately 16.1% of Catalyst’s outstanding common stock.

The issuance of the Shares was not registered under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to an exemption therefrom, and the certificate representing the Shares includes a restrictive transfer legend which provides that the Shares cannot be transferred unless they are registered for resale under the Securities Act or unless an exemption from such registration is then available (such as Rule 144). Further, pursuant to the Agreement, BioMarin has also agreed that so long as they own ten percent (10%) or more of Catalyst’s common stock, they will comply with Rule 144 under the Securities Act as if they are an affiliate of Catalyst in connection with all sales of Catalyst’s common stock.

About Catalyst Pharmaceutical Partners

Catalyst Pharmaceutical Partners, Inc. is a development-stage specialty pharmaceutical company focused on the development and commercialization of prescription drugs targeting orphan drug diseases and disorders of the central nervous system. Catalyst has three products in development, Firdapse™, which Catalyst plans to develop for commercialization in North America as a treatment for Lambert-Eaton Myasthenic Syndrome (LEMS), CPP-115, another GABA aminotransferase inhibitor that is more potent than vigabatrin and has reduced side effects (e.g., visual field defects, or VFDs) from those associated with vigabatrin, which Catalyst

plans to develop for the treatment of epilepsy (primarily infantile spasms) and CPP-109 (vigabatrin, a GABA aminotransferase inhibitor), which Catalyst hopes to develop for the treatment of Tourette's Disorder. For additional information about Catalyst, please visit www.catalystpharma.com.

Forward-Looking Statements

This press release contains forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties which may cause Catalyst's actual results in future periods to differ materially from forecasted results. A number of factors, including whether Firdapse™ will be determined to be an effective treatment for LEMS or other diseases, whether CPP-115 will be determined to be an effective treatment for its targeted indications, whether CPP-109 will be determined to be an effective treatment for Tourette's Disorder, whether Catalyst will ever receive an approval of an NDA for any of its product candidates, whether Catalyst will ever be in a position to commercialize any of its product candidates, and those other factors described in Catalyst's filings with the U.S. Securities and Exchange Commission (SEC), could adversely affect the forward-looking statements contained in this press release. Copies of Catalyst's filings with the SEC are available from the SEC, may be found on Catalyst's web site or may be obtained upon request from Catalyst. Catalyst does not undertake any obligation to update the information contained herein, which speaks only as of this date.

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Page 2