
**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): June 23, 2016

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

On June 23, 2016, Catalyst Pharmaceuticals, Inc. (“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, 2018. All of the other terms of Mr. McEnany’s employment agreement with the Company remain the same.

A copy of Amendment No. 5 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. 5 that is set forth above is qualified in its entirety by reference to such amendment.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

10.1 Amendment No. 5 to Employment Agreement between the Company and Patrick J. McEnany, dated June 23, 2016.

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 Pharmaceuticals, Inc.

By: /s/ Patrick J. McEnany
Patrick J. McEnany
President, Chairman and CEO

Dated: June 24, 2016

**FIFTH AMENDMENT TO
EMPLOYMENT AGREEMENT**

THIS FIFTH AMENDMENT TO EMPLOYMENT AGREEMENT (“Amendment”) is entered into as of this 23rd day of June, 2016, by and between CATALYST PHARMACEUTICALS, INC. (f/k/a Catalyst Pharmaceutical Partners, Inc.), a Delaware corporation (“Company”), and PATRICK J. MCENANY (“Employee”).

Preliminary Statements

A. The parties have previously entered into that certain Employment Agreement, effective 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”), and that certain Fourth Amendment to Employment Agreement, dated as of August 28, 2013 (the “Fourth Amendment,” and, together with the Original Agreement, the First Amendment, the Second Amendment and the Third Amendment, collectively, 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 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 “tenth anniversary of the Effective Date (November 8, 2016) until the “twelfth anniversary of the Effective Date” (November 8, 2018). 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” or the “tenth anniversary of the Effective Date” shall be deemed by this Amendment to now refer to the “twelfth 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., a
Delaware corporation

By: /s/ Steven R. Miller
Steven R. Miller, Chief Operating Officer

EMPLOYEE:

/s/ Patrick J. McEnany
Patrick J. McEnany