

CATALYST PHARMACEUTICALS, INC.
Form RW
December 23, 2016

Catalyst Pharmaceuticals, Inc.

355 Alhambra Circle

Suite 1250

Coral Gables, Florida 33134

United States Securities and Exchange Commission

Division of Corporation Finance

100 F Street, NE

Washington, DC 20549

Attention: Suzanne Hayes

Assistant Director

Office of Insurance and Healthcare

VIA EDGAR AND OVERNIGHT COURIER

Ladies and Gentlemen:

On behalf of Catalyst Pharmaceuticals, Inc., a Delaware corporation (the "Company"), we hereby request, pursuant to Section 477 of the Securities Act of 1933, as amended (the "Securities Act"), that Post-Effective Amendment No. 1 to the Company's Registration Statement on Form S-3, Registration No. 333-193699, filed with the Securities and Exchange Commission ("SEC") on December 6, 2016 (the "Post-Effective Amendment") be withdrawn effective immediately. The Post-Effective Amendment is being withdrawn at the request of the SEC and will be replaced by the filing of a new registration statement. The Post-Effective Amendment has not been declared effective and none of the Company's securities has been sold pursuant to the Post-Effective Amendment.

Accordingly, we request that the SEC issue an order granting the withdrawal of the Post-Effective Amendment ("Order") effective as of the date hereof or at the earliest practicable date hereafter. Please provide a copy of the Order to Philip B. Schwartz, Esq. of Akerman LLP, via email at philip.schwartz@akerman.com or via facsimile at (305) 349-4833.

This withdrawal affects only the Post-Effective Amendment and does not otherwise affect the Company's Registration Statement on Form S-3, Registration No. 333-193699.

Should you have any questions regarding this request for withdrawal, please contact Philip B. Schwartz at (954) 468-2455.

Very Truly Yours,

/s/ Alicia Grande

Alicia Grande
 Chief Financial Officer
 Catalyst Pharmaceuticals, Inc.

cc: Philip B. Schwartz, Akerman LLP

Dorrie Yale, Securities and Exchange Commission

Mary Beth Breslin, Securities and Exchange Commission

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Form filed by One Reporting Person

Form filed by More than One Reporting Person

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	03/07/2012		F	46	D \$ 42.01	4,873.3498	D
Common Stock					125.9572	I	By 401(k)
Common Stock					100.8652	I	By ESOP

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)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
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