

Raptor Pharmaceutical Corp
Form 4
November 12, 2013

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Keltner Llew

(Last) (First) (Middle)

C/O RAPTOR
PHARMACEUTICAL CORP., 5
HAMILTON LANDING, SUITE
160

(Street)

NOVATO, CA 94949

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Raptor Pharmaceutical Corp [RPTP]

3. Date of Earliest Transaction
(Month/Day/Year)

11/07/2013

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/07/2013 ⁽¹⁾		M	10,000	A \$ 3.3	10,000	D
Common Stock	11/07/2013 ⁽¹⁾		S	9,500	D \$ 14.011	500	D
Common Stock	11/07/2013 ⁽¹⁾		S	500	D \$ 14.804	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount or Number of Shares
Stock options (right to buy)	\$ 3.3	11/07/2013 ⁽¹⁾		M	10,000	03/30/2010 ⁽²⁾ 09/30/2019	Common Stock 10,000
Stock options (right to buy)	\$ 2.02					03/09/2010 ⁽²⁾ 03/08/2020	Common Stock 13,203
Stock options (right to buy)	\$ 2.97					03/01/2011 ⁽³⁾ 10/11/2020	Common Stock 30,000
Stock options (right to buy)	\$ 3.54					11/22/2010 ⁽⁴⁾ 11/21/2020	Common Stock 90,000
Stock options (right to buy)	\$ 5.13					12/22/2011 ⁽²⁾ 09/21/2021	Common Stock 30,000
Stock options (right to buy)	\$ 5.13					03/22/2012 ⁽⁵⁾ 09/21/2021	Common Stock 90,000
Stock options (right to buy)	\$ 5.49					12/25/2012 ⁽²⁾ 09/24/2022	Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keltner Lew C/O RAPTOR PHARMACEUTICAL CORP. 5 HAMILTON LANDING, SUITE 160 NOVATO, CA 94949		X		

Signatures

/s/ Kim R. Tsuchimoto, Raptor Pharmaceutical Corp.,
Attorney-in-fact

11/12/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Transaction made pursuant to a 10b5-1 trading plan adopted by the Reporting Person on August 14, 2013.
- (2) Fully vested and exercisable.
- (3) Stock options vest starting on September 1, 2010, 6/48ths on February 28, 2011 and 1/48th per month thereafter.
- (4) Stock option vests 25% immediately and 75% pro rata over 36 months.
- (5) Stock options vest 6/48ths on March 22, 2012 and 1/48th per month thereafter.

- (6) This transaction was executed in multiple trades at prices ranging from \$13.55 to \$14.40. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide, upon request, to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (7) This transaction was executed in multiple trades at prices ranging from \$14.74 to \$14.98. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide, upon request, to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (8) The shares listed as owned in column 9 represent the total shares for each respective option. Previous reports reflected aggregate amounts of option shares in column 9. The holding lines included on this Form 4 are included solely to correct the breakdown of shares among various stock options and are not meant to reflect any change in beneficial ownership of option shares other than those reported as a transaction on this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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