

Raptor Pharmaceutical Corp  
Form 4  
October 26, 2016

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FRANKLIN RICHARD L

(Last) (First) (Middle)

C/O RAPTOR  
PHARMACEUTICAL CORP., 7  
HAMILTON LANDING, SUITE  
100

(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)  
10/24/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |   |
| Common Stock                    | 10/24/2016                           |  | U <sup>(1)</sup>               | 6,695   | D   | \$ 9   | 8,330                             | D |
| Common Stock                    | 10/25/2016                           |  | D <sup>(2)</sup>               | 8,330   | D   | \$ 9   | 0                                 | D |

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

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(9-02)

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**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                         | Title Amount or Number of Shares                              |
| Stock Option (right to buy)                | \$ 3.54  | 10/25/2016                           |  | D                              | 90,000  | (3) 11/22/2020   | Common Stock 90,000   |
| Stock Option (right to buy)                | \$ 5.13  | 10/25/2016                           |  | D                              | 120,000   | (3) 09/22/2021   | Common Stock 120,000  |
| Stock Option (right to buy)                | \$ 5.49  | 10/25/2016                           |  | D                              | 50,000  | (3) 09/25/2022   | Common Stock 50,000   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| FRANKLIN RICHARD L<br>C/O RAPTOR PHARMACEUTICAL CORP.<br>7 HAMILTON LANDING, SUITE 100<br>NOVATO, CA 94949 | X             |           |         |       |

## Signatures

/s/ Sally Brammell, as  
Attorney-in-Fact  
10/25/2016

\*\*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) Shares tendered in connection with an offer to purchase all of the issued and outstanding shares of common stock of Raptor Pharmaceutical Corp. ("Raptor"), par value \$0.001 per share, for an amount of \$9.00 per share in cash, without interest and less any applicable withholding taxes, commenced pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of September 12, 2016, by and among Raptor, Horizon Pharma plc, a public limited company organized under the laws of Ireland ("Parent") and Misneach Corporation, a Delaware corporation and an indirect wholly owned subsidiary of Parent.

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- (2) Pursuant to the Merger Agreement, on October 25, 2016, each outstanding restricted stock unit was accelerated in full and cancelled in exchange for the right to receive \$9.00 per share in cash, without interest and less any required withholding taxes.
- (3) Pursuant to the Merger Agreement, on October 25, 2016, each outstanding stock option was accelerated in full and cancelled in exchange for the right to receive \$9.00 in cash, without interest and less the exercise price of such option and any required withholding taxes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.