

Raptor Pharmaceutical Corp
Form 4
October 26, 2016

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

OMB
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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., 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

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 | 10/24/2016 | | U ⁽¹⁾ | 6,695 D \$ 9 | 8,330 | D | |
| Common Stock | 10/25/2016 | | D ⁽²⁾ | 8,330 D \$ 9 | 0 | D | |

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
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SEC 1474
(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 | 74,164 | (3) 11/22/2020 | Common Stock 74,164 |
| 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 |
| Keltner Llew C/O RAPTOR PHARMACEUTICAL CORP. 7 HAMILTON LANDING, SUITE 100 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.

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