CATALYST PHARMACEUTICALS, INC.
Form SC 13G/A
February 13, 2019

SCHEDULE 13G

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

Catalyst Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, par value $0.001 per share

(Title of Class of Securities)

14888U101

(CUSIP Number)

December 31, 2018

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

x Rule 13d-1(b)

¨ Rule 13d-1(c)

¨ Rule 13d-1(d)

***The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.**

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 14888U101

NAMES OF REPORTING PERSONS

1

Baker Bros. Advisors LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ¨

2

(b) ¨

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5

2,900,000

SHARED VOTING POWER

6

-0-

SOLE DISPOSITIVE POWER

7

2,900,000

SHARED DISPOSITIVE POWER

8

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,900,000

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10 ¨

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

2.8% (1)

TYPE OF REPORTING PERSON (See Instructions)

12

IA, PN

(1) Based on 102,739,257 shares of Common Stock outstanding as of November 2, 2018, as reported in the Form 10-Q of Catalyst Pharmaceuticals, Inc. (the "Issuer") filed with the SEC on November 7, 2018.

CUSIP No. 14888U101

NAMES OF REPORTING PERSONS

1

Baker Bros. Advisors (GP) LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ¨

2

(b) ¨

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

		SOLE VOTING POWER
	5	
		2,900,000
		SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	**6**	
		-0-
		SOLE DISPOSITIVE POWER
	7	
		2,900,000
		SHARED DISPOSITIVE POWER
	8	
		-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,900,000

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10 ¨

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

2.8% (1)

TYPE OF REPORTING PERSON (See Instructions)

12

HC, OO

(1) Based on 102,739,257 shares of Common Stock outstanding as of November 2, 2018, as reported in the Form 10-Q of the Issuer filed with the SEC on November 7, 2018.

CUSIP No. 14888U101

NAMES OF REPORTING PERSONS

1

Felix J. Baker

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ¨

2

(b) ¨

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5

2,900,000

SHARED VOTING POWER

6

-0-

SOLE DISPOSITIVE POWER

7

2,900,000

SHARED DISPOSITIVE POWER

8

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,900,000

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10 ¨

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

2.8% (1)

TYPE OF REPORTING PERSON (See Instructions)

12

IN, HC

(1) Based on 102,739,257 shares of Common Stock outstanding as of November 2, 2018, as reported in the Form 10-Q of the Issuer filed with the SEC on November 7, 2018.

CUSIP No. 14888U101

NAMES OF REPORTING PERSONS

1

Julian C. Baker

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ¨

2

(b) ¨

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

2,900,000

SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6

-0-

SOLE DISPOSITIVE POWER

7

2,900,000

SHARED DISPOSITIVE POWER

8

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,900,000

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10 ¨

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

2.8% (1)

TYPE OF REPORTING PERSON (See Instructions)

12

IN, HC

(1) Based on 102,739,257 shares of Common Stock outstanding as of November 2, 2018, as reported in the Form 10-Q of the Issuer filed with the SEC on November 7, 2018.

Amendment No. 4 to Schedule 13G

This Amendment No. 4 to Schedule 13G amends the previously filed Schedule 13G filed by Baker Bros. Advisors LP (the "Adviser"), Baker Bros. Advisors (GP) LLC (the "Adviser GP"), Julian C. Baker and Felix J. Baker (collectively, the "Reporting Persons"). Except as supplemented herein, such statements, as heretofore amended and supplemented, remain in full force and effect.

Item 1(a) Name of Issuer:

Catalyst Pharmaceuticals, Inc. (the "Issuer")

Item 1(b) Address of Issuer's Principal Executive Offices:

355 Alhambra Circle, Suite 1250

Coral Gables, Florida 33134

Item 2(a) Name of Person Filing:

This Amendment No. 4 is being filed jointly by the Reporting Persons.

Item 2(b) Address of Principal Business Office or, if None, Residence:

The business address of each of the Reporting Persons is:

c/o Baker Bros. Advisors LP

860 Washington Street, 3rd Floor

New York, NY 10014

(212) 339-5690

Item 2(c) **Citizenship:**

The Adviser is a limited partnership organized under the laws of the State of Delaware. The Adviser GP is a limited liability company organized under the laws of the State of Delaware. The citizenship of each of Julian C. Baker and Felix J. Baker is the United States of America.

Item 2(d) **Title of Class of Securities:**

Common Stock, par value $0.001 per share ("Common Stock")

Item 2(e) **CUSIP Number:**

I4888U101

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or (c), check whether the person filing is a:

(a) ¨ Broker or dealer registered under Section 15 of the Exchange Act.

(b) ¨ Bank as defined in section 3(a)(6) of the Exchange Act.

(c) ¨ Insurance company as defined in section 3(a)(19) of the Exchange Act.

(d) ¨ Investment company registered under section 8 of the Investment Company Act of 1940.

(e) x An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).

(f) ¨ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).

(g) x A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).

(h) ¨ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.

(i) ¨ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940.

(j) ¨ Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Items 5 through 9 and 11 of each of the cover pages to this Amendment No. 4 are incorporated herein reference. Certain securities of the Issuer are directly held by each of Baker Brothers Life Sciences, L.P. (“Life Sciences”) and 667, L.P. (“667”, and together with Life Sciences, the “Funds”). The information set forth below is based upon 102,739,257 shares of Common Stock outstanding as of November 2, 2018, as reported in the Form 10-Q of the Issuer filed with the SEC on November 7, 2018. Such percentage figures are calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

Name	Number of Shares of Common Stock we own or have to right to acquire within 60 days	Percent of Class Outstanding	
667, L.P.	253,566	0.2	%
Baker Brothers Life Sciences, L.P.	2,646,434	2.6	%
Total	2,900,000	2.8	%

Pursuant to the management agreements, as amended, among the Adviser, the Funds and their respective general partners, the Funds' respective general partners relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds, and thus the Adviser has complete and unlimited discretion and authority with respect to the Funds' investments and voting power over investments.

The Adviser GP, Felix J. Baker and Julian C. Baker as managing members of the Adviser GP, and the Adviser may be deemed to be beneficial owners of securities of the Issuer directly held by the Funds, and may be deemed to have the power to vote or direct the vote of and the power to dispose or direct the disposition of such securities.

The Reporting Persons disclaim beneficial ownership of the securities held by each of the Funds, and this Amendment No. 4 shall not be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 13(d) or for any other purpose.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

The information in Item 4 is incorporated herein by reference.

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. **Notice of Dissolution of Group.**

N/A

Item 10. **Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2019

BAKER BROS. ADVISORS LP

By: Baker Bros. Advisors (GP) LLC, its general partner

By: /s/ Scott L. Lessing
Name: Scott L. Lessing
Title: President

BAKER BROS. ADVISORS (GP) LLC

By: /s/ Scott L. Lessing
Name: Scott L. Lessing
Title: President

/s/ Julian C. Baker
Julian C. Baker

/s/ Felix J. Baker
Felix J. Baker