

Catalyst Pharmaceutical Partners, Inc.  
Form 8-K  
December 23, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
December 19, 2008**

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)

*Commission File No. 001-33057*

**CATALYST PHARMACEUTICAL PARTNERS, INC.**

(Exact Name Of Registrant As Specified In Its Charter)

Delaware  
(State Or Other Jurisdiction Of  
Incorporation Or Organization)

76-0837053  
(IRS Employer  
Identification No.)

355 Alhambra Circle, Suite 1370  
Coral Gables, Florida 33134  
(Address Of Principal Executive Offices)  
(305) 529-2522

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement**

On December 19, 2008, the Board of Directors ( Board ) of Catalyst Pharmaceutical Partners, Inc. (the Company ) approved an amendment to the employment agreement, dated November 8, 2006, between the Company and its Chairman and Chief Executive Officer, Patrick J. McEnany. The amendment makes clarifying changes to the employment agreement so that payments to Mr. McEnany thereunder will not be subject to tax under Section 409A of the Internal Revenue Code of 1986, as amended.

Additionally, on December 19, 2008 the Board approved a letter agreement between the Company and its Chief Financial Officer, Jack Weinstein. Mr. Weinstein s employment agreement with the Company expired on November 8, 2008 and Mr. Weinstein continues as the Company s Chief Financial Officer and as an employee of the Company on an at-will basis. The letter agreement reflects certain agreements between the Company and Mr. Weinstein now that Mr. Weinstein s employment agreement has expired.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 10.1 First Amendment to Employment Agreement, dated December 19, 2008, between the Company and Patrick J. McEnany
- 10.2 Letter Agreement, effective as of November 12, 2008, between the Company and Jack Weinstein

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Catalyst Pharmaceutical Partners, Inc.**

By: /s/ Jack Weinstein  
Jack Weinstein  
Chief Financial Officer

Dated: December 23, 2008