

Raptor Pharmaceutical Corp  
Form SC 14D9/A  
October 06, 2016

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

**SCHEDULE 14D-9**

**(Amendment No. 2)**

**Solicitation/Recommendation Statement**

**Under Section 14(d)(4) of the Securities Exchange Act of 1934**

**RAPTOR PHARMACEUTICAL CORP.**

**(Name of Subject Company)**

**RAPTOR PHARMACEUTICAL CORP.**

**(Name of Person Filing Statement)**

**Common Stock, par value \$0.001 per share**

**(Title of Class of Securities)**

**75382F106**

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**(CUSIP Number of Class of Securities)**

**Julie Anne Smith**

**President and Chief Executive Officer**

**Raptor Pharmaceutical Corp.**

**7 Hamilton Landing, Suite 100**

**Novato, California 94949**

**(415) 408-6200**

**(Name, address and telephone number of person authorized to receive notices and communications**

**on behalf of the persons filing statement)**

*With copies to:*

**Charles K. Ruck**

**Kathleen M. Wells**

**Latham & Watkins LLP**

**140 Scott Drive**

**Menlo Park, California 94025**

**(650) 328-4600**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

**Purpose of Amendment.**

This Amendment No. 2 (this *Amendment* ) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 of Raptor Pharmaceutical Corp., a Delaware corporation ( *Raptor* ), filed with the United States Securities and Exchange Commission (the *SEC* ) on September 26, 2016 (as heretofore amended or supplemented from time to time, the *Schedule 14D-9* ). The Schedule 14D-9 relates to the tender offer by Misneach Corporation, a Delaware corporation ( *Merger Sub* ) and an indirect wholly owned subsidiary of Horizon Pharma plc, a public limited company organized under the laws of Ireland ( *Parent* ), to purchase all of the issued and outstanding shares of Raptor's common stock, par value \$0.001 per share (the *Shares* ), at a purchase price of \$9.00 per Share, net to the holder thereof, in cash, without interest thereon (less any applicable withholding taxes), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated September 26, 2016 (as amended or supplemented from time to time, the *Offer to Purchase* ), and in the related Letter of Transmittal (as amended or supplemented from time to time, which, together with the Offer to Purchase, constitute the *Offer* ). The Offer is described in a Tender Offer Statement on Schedule TO, as amended or supplemented from time to time, filed by Parent and Merger Sub with the SEC on September 26, 2016.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated by reference as relevant to the items in this Amendment. Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Schedule 14D-9. This Amendment is being filed to reflect certain updates as reflected below.

**ITEM 8. ADDITIONAL INFORMATION.**

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by replacing the text under the heading entitled Certain Litigation on page 57 in its entirety as follows:

On October 5, 2016, a complaint captioned *Lavrenov v. Raptor Pharmaceutical Corp., et al.*, Case No. 1:16-cv-00901, was filed in the United States District Court for the District of Delaware against Raptor, each member of the Raptor Board, Horizon Pharma and Merger Sub. The action was brought by Roman Lavrenov, who claims to be a stockholder of Raptor, on his own behalf, and seeks certification as a class action on behalf of all of Raptor's stockholders. The complaint alleges, among other things, that the process leading up to the proposed acquisition was inadequate and that the Schedule 14D-9 omits certain material information, which the complaint alleges renders the information disclosed materially misleading. The complaint seeks, among other things, to enjoin the proposed transaction, or in the event the proposed transaction is consummated, to recover money damages. Raptor believes this lawsuit is wholly without merit and intends to vigorously defend against it.

**SIGNATURE**

After due 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.

**RAPTOR PHARMACEUTICAL CORP.**

By: /s/ Julie Anne Smith  
Name: Julie Anne Smith  
President and Chief Executive  
Title: Officer

Dated: October 6, 2016