CATALYST PHARMACEUTICALS, INC. Form RW December 23, 2016

Catalyst Pharmaceuticals, Inc.

355 Alhambra Circle

Suite 1250

Coral Gables, Florida 33134

United States Securities and Exchange Commission

Division of Corporation Finance

100 F Street, NE

Washington, DC 20549

Attention: Suzanne Hayes

Assistant Director

Office of Insurance and Healthcare

VIA EDGAR AND OVERNIGHT COURIER

Ladies and Gentlemen:

On behalf of Catalyst Pharmaceuticals, Inc., a Delaware corporation (the Company), we hereby request, pursuant to Section 477 of the Securities Act of 1933, as amended (the Securities Act), that Post-Effective Amendment No. 1 to the Company s Registration Statement on Form S-3, Registration No. 333-193699, filed with the Securities and Exchange Commission (SEC) on December 6, 2016 (the Post-Effective Amendment) be withdrawn effective immediately. The Post-Effective Amendment is being withdrawn at the request of the SEC and will be replaced by the filing of a new registration statement. The Post-Effective Amendment has not been declared effective and none of the Company s securities has been sold pursuant to the Post-Effective Amendment.

Accordingly, we request that the SEC issue an order granting the withdrawal of the Post-Effective Amendment (Order) effective as of the date hereof or at the earliest practicable date hereafter. Please provide a copy of the Order to Philip B. Schwartz, Esq. of Akerman LLP, via email at philip.schwartz@akerman.com or via facsimile at (305) 349-4833.

This withdrawal affects only the Post-Effective Amendment and does not otherwise affect the Company s Registration Statement on Form S-3, Registration No. 333-193699.

Should you have any questions regarding this request for withdrawal, please contact Philip B. Schwartz at (954) 468-2455.

Very Truly Yours,

/s/ Alicia Grande

Alicia Grande Chief Financial Officer Catalyst Pharmaceuticals, Inc.

cc: Philip B. Schwartz, Akerman LLP

Dorrie Yale, Securities and Exchange Commission

Mary Beth Breslin, Securities and Exchange Commission

ont size="1">(Check Applicable Line)

X Form filed by One Reporting Person

____ Form filed by More than One Reporting Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3.4. Securities AcquiredTransactior(A) or Disposed of (D)Code(Instr. 3, 4 and 5)(Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	03/07/2012		F	46	D	\$ 42.01	4,873.3498	D	
Common Stock							125.9572	Ι	By 401(k)
Common Stock							100.8652	Ι	By ESOP

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				

4, and 5)

							Amount
Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	rector	10% Owner	Officer	Other			
Kitts Stephen M							
1010 GRAND BLVD			EVP of Subsidiary				
KANSAS CITY, MO 64106							
Signatures							
John C. Pauls, Attorney in Fact for	r Mr.						
Kitts		03/	07/2012				
<pre>**Signature of Reporting Person</pre>			Date				
Explanation of Resp	oon	ses:					

* 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).

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.