

Raptor Pharmaceutical Corp
Form SC 13G/A
February 17, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 8)*

raptor pharmaceutical corp.
(Name of Issuer)

Common Stock, par value \$0.001
(Title of Class of Securities)

75382F106
(CUSIP Number)

December 31, 2014
(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

☐ 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 the disclosures provided in a prior cover page.

The information required in 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 ("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. 75382F106

(1) Names of Reporting
Persons. I.R.S. Identification
Nos. of Above Persons (entities
only):

Hyperion
Trading
Segregated
Portfolio

(2) Check the
Appropriate Box if
a Member of a (a) ☐

(b) ☒

(3) SEC Use Only

(4) Citizenship or Place of
Organization

Cayman Islands

Number of Shares Beneficially
Owned By Each Reporting
Person With

(5) Sole
Voting 0*
Power:

(6) Shared
Voting 4,243,200*
Power:

(7) Sole
Dispositive 0*
Power:

(8) Shared
Dispositive 4,243,200*
Power:

(9) Aggregate Amount
Beneficially Owned by Each
Reporting Person: 4,243,200*

(10) Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions): N/A

(11) Percent of Class
Represented by Amount in Row
(9): 6.7%*

(12) Type of Reporting Person
(See Instructions): CO

* The shares of common stock, \$0.001 par value per share (the “Common Shares”), of Raptor Pharmaceutical Corp., a Delaware corporation (the “Company”), reported herein are held by Hyperion Trading Segregated Portfolio, a segregated portfolio of Strategic Investment Tribes Fund SPC (“Hyperion”), and managed by Sequoia Asset Management S.A., a company organized under the laws of Switzerland (“Sequoia”). Accordingly, for the purposes of Reg. Section 240.13d-3, Hyperion may be deemed to beneficially own an aggregate of 4,243,200 Common Shares or 6.7% of the Common Shares deemed issued and outstanding as of December 31, 2014. The beneficial ownership percentage reported herein is based on 63,563,728 Common Shares issued and outstanding as of November 4, 2014, as disclosed in the Company’s Form 10-Q filed with the Securities and Exchange Commission on November 6, 2014.

CUSIP NO. 75382F106

(1) Names of Reporting
Persons. I.R.S. Identification
Nos. of Above Persons (entities
only):

Sequoia Asset
Management
S.A.

(2) Check the
Appropriate Box if
a Member of a
Group (a) ☐

(b) ☒

(3) SEC Use Only

(4) Citizenship or Place of
Organization

Switzerland

Number of Shares Beneficially
Owned By Each Reporting
Person With

(5) Sole
Voting 0*
Power:

(6) Shared
Voting 7,168,239*
Power:

(7) Sole
Dispositive 0*
Power:

(8) Shared
Dispositive 7,168,239*
Power:

(9) Aggregate Amount
Beneficially Owned by Each
Reporting Person: 7,168,239*

(10) Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions): N/A

(11) Percent of Class
Represented by Amount in Row
(9): 11.3%*

(12) Type of Reporting Person
(See Instructions): CO

* The shares of common stock, \$0.001 par value per share (the “Common Shares”), of Raptor Pharmaceutical Corp., a Delaware corporation (the “Company”), reported herein are held by Hyperion Trading Segregated Portfolio, a segregated portfolio of Strategic Investment Tribes Fund SPC (“Hyperion”), and one or more pooled investment vehicles (together with Hyperion, the “Funds”), managed by Sequoia Asset Management S.A., a company organized under the laws of Switzerland (“Sequoia”). As the investment manager of the Funds, Sequoia possesses the power to direct the disposition of the Common Shares held by the Funds. Accordingly, for the purposes of Reg. Section 240.13d-3, Sequoia may be deemed to beneficially own an aggregate of 7,168,239 Common Shares or 11.3% of the Common Shares deemed issued and outstanding as of December 31, 2014. The beneficial ownership percentage reported herein is based on 63,563,728 Common Shares issued and outstanding as of November 4, 2014, as disclosed in the Company’s Form 10-Q filed with the Securities and Exchange Commission on November 6, 2014.

Item 1(a). Name Of Issuer:

Raptor Pharmaceutical Corp.

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

7 Hamilton Landing

Suite 100

Novato, CA 94949

Item 2(a). Name of Person Filing:

This Schedule 13G Amendment No. 8 is being filed jointly by Hyperion Trading Segregated Portfolio, a segregated portfolio of Strategic Investment Tribes Fund SPC ("Hyperion"), a Cayman Islands exempted company registered as a segregated portfolio company, and Sequoia Asset Management S.A., a company organized under the laws of Switzerland ("Sequoia", and together with Hyperion, the "Reporting Persons").

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

The Principal Business Office of Hyperion and Mensa is TMF (Cayman) Ltd., 2nd Floor, The Grand Pavilion Commercial Centre, 802 West Bay Road, PO Box 10338, Grand Cayman, KY1-1003, Cayman Islands.

The Principal Business Office of Sequoia is 32, chemin Frank-Thomas, 1208 Genève, Switzerland.

Item 2(c). Citizenship:

Hyperion is organized under the laws of the Cayman Islands.

Sequoia is organized under the laws of Switzerland.

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

Common Stock

Item 2(e). CUSIP No.:

75382F106

Item 3. If This Statement Is Filed Pursuant to Section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the Person Filing is a:

Not Applicable.

Item 4. Ownership:

- | | |
|---|------------|
| (a) Amount Beneficially Owned: | 7,168,239* |
| (b) Percent of Class: | 11.3%* |
| (c) Number of Shares as to which such person has: | |
| (i) Sole power to vote or to direct the vote: | 0* |
| (ii) Shared power to vote or to direct the vote: | 7,168,239* |
| (iii) Sole power to dispose or to direct the disposition of: | 0* |
| (iv) Shared power to dispose or to direct the disposition of: | 7,168,239* |

* The shares of common stock, \$0.001 par value per share (the "Common Shares"), of Raptor Pharmaceutical Corp., a Delaware corporation (the "Company"), reported herein are held by Hyperion Trading Segregated Portfolio, a segregated portfolio of Strategic Investment Tribes Fund SPC ("Hyperion"), and one or more pooled investment vehicles (together with Hyperion, the "Funds"), managed by Sequoia Asset Management S.A., a company organized under the laws of Switzerland ("Sequoia", and together with Hyperion, the "Reporting Persons"). As the investment manager of the Funds, Sequoia possesses the power to direct the disposition of the Common Shares held by the Funds. Accordingly, for the purposes of Reg. Section 240.13d-3, the Reporting Persons may be deemed to beneficially own an aggregate of 7,168,239 Common Shares or 11.3% of the Common Shares deemed issued and outstanding as of December 31, 2014. The beneficial ownership percentage reported herein is based on 63,563,728 Common Shares issued and outstanding as of November 4, 2014, as disclosed in the Company's Form 10-Q filed with the Securities and Exchange Commission on November 6, 2014.

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 5 percent of the class of securities, check the following [].

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

Not Applicable.

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

Not Applicable.

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

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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.

Dated: February 17, 2015

**Hyperion Trading Segregated
Portfolio**

By: /s/ Richard A. Reinert
Name: Richard A. Reinert
Title: Authorized Person

By: /s/ David P.M. Blair
Name: David P.M. Blair
Title: Authorized Person

**Sequoia Asset Management
S.A.**

By: /s/ Pierre Noël Formigé
Name: Pierre Noël Formigé
Title: Authorized Person

By: /s/ Jalil Mirza
Name: Jalil Mirza
Title: Authorized Person

**Attention: Intentional misstatements or omissions of fact constitute
Federal criminal violations (See 18 U.S.C. 1001).**

EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of them of a statement on Schedule 13G (including amendments thereto) with respect to the shares of common stock, \$0.001 par value per share, of Raptor Pharmaceutical Corp., and further agree that this Joint Filing Agreement be included as Exhibit A to such Schedule 13G. In evidence thereof, the undersigned hereby execute this agreement on this 17th day of February, 2014.

**Hyperion Trading Segregated
Portfolio**

By: /s/ Richard A. Reinert
Name: Richard A. Reinert
Title: Authorized Person

By: /s/ David P.M. Blair
Name: David P.M. Blair
Title: Authorized Person

**Sequoia Asset Management
S.A.**

By: /s/ Pierre Noël Formigé
Name: Pierre Noël Formigé
Title: Authorized Person

By: /s/ Jalil Mirza
Name: Jalil Mirza
Title: Authorized Person

