

Catalent, Inc.
Form 4
March 22, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Downie William

(Last) (First) (Middle)

C/O CATALENT, INC., 14
SCHOOLHOUSE ROAD

(Street)

SOMERSET, NJ 08873

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Catalent, Inc. [CTLT]

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	03/20/2017		M ⁽¹⁾		6,202	\$ 18.71	A 34,604 ⁽²⁾ D
Common Stock	03/20/2017		F ⁽³⁾		5,054	\$ 28.76	D 29,550 ⁽²⁾ D
Common Stock	03/20/2017		S ⁽⁴⁾		574	\$ 28.6 ⁽⁵⁾	D 28,976 ⁽²⁾ D
Common Stock	03/20/2017		M ⁽¹⁾		1,031	\$ 10.71	A 30,007 ⁽²⁾ D
Common Stock	03/20/2017		F ⁽³⁾		689	\$ 28.76	D 29,318 ⁽²⁾ D

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Common Stock	03/20/2017	S ⁽⁴⁾	171	D	\$ 28.6 ⁽⁵⁾	29,147 ⁽²⁾	D
Common Stock	03/20/2017	M ⁽¹⁾	35,000	A	\$ 10.71	64,147 ⁽²⁾	D
Common Stock	03/20/2017	F ⁽³⁾	23,416	D	\$ 28.53	40,731 ⁽²⁾	D
Common Stock	03/20/2017	S ⁽⁴⁾	5,792	D	\$ 28.6 ⁽⁵⁾	34,939 ⁽²⁾	D
Common Stock	03/20/2017	M ⁽¹⁾	10,122	A	\$ 20.5	45,061 ⁽²⁾	D
Common Stock	03/20/2017	F ⁽³⁾	8,582	D	\$ 28.76	36,479 ⁽²⁾	D
Common Stock	03/20/2017	S ⁽⁴⁾	770	D	\$ 28.6 ⁽⁵⁾	35,709 ⁽²⁾	D
Common Stock	03/20/2017	M ⁽¹⁾	5,748	A	\$ 10.71	41,457 ⁽²⁾	D
Common Stock	03/20/2017	F ⁽³⁾	3,837	D	\$ 28.76	37,620 ⁽²⁾	D
Common Stock	03/20/2017	S ⁽⁴⁾	955	D	\$ 28.6 ⁽⁵⁾	36,665 ⁽²⁾	D

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase Common Stock	\$ 18.71	03/20/2017		M ⁽¹⁾	6,202	06/25/2014 ⁽⁶⁾	06/25/2023	Common Stock	6,202

Options to purchase Common Stock	\$ 10.71	03/20/2017	M ⁽¹⁾	1,031	10/23/2010 ⁽⁷⁾	10/23/2019	Common Stock	1,031
Options to purchase Common Stock	\$ 10.71	03/20/2017	M ⁽¹⁾	35,000	10/23/2010 ⁽⁸⁾	10/23/2019	Common Stock	35,000
Options to purchase Common Stock	\$ 20.5	03/20/2017	M ⁽¹⁾	10,122	07/30/2015 ⁽⁹⁾	07/30/2024	Common Stock	10,122
Options to purchase Common Stock	\$ 10.71	03/20/2017	M ⁽¹⁾	5,748	10/23/2010 ⁽¹⁰⁾	10/23/2019	Common Stock	5,748

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Downie William C/O CATALENT, INC. 14 SCHOOLHOUSE ROAD SOMERSET, NJ 08873			See Remarks	

Signatures

/s/ Christine Caputo, by power of attorney
03/22/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 17, 2017 in order to implement a plan of financial diversification.
- (2) Includes restricted stock units.
- (3) Represents shares withheld to pay the exercise price and applicable withholding taxes associated with the exercise of stock options pursuant to the Rule 10b5-1 trading plan noted in footnote 1.
- (4) Represents shares sold pursuant to the Rule 10b5-1 trading plan in footnote 1.
- (5) These shares were sold in multiple transactions at prices ranging from \$28.26 to \$28.79, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full

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information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (6) On June 25, 2013, the reporting person was granted an option to purchase 31,010 shares of common stock of the Issuer which vest and become exercisable in five equal annual installments based on satisfaction of certain performance criteria for each of the fiscal years ending 2014, 2015, 2016, 2017 and 2018.
- (7) On October 23, 2009, the reporting person was granted an option to purchase 105,000 shares of common stock of the Issuer, which vest and become exercisable in five equal annual installments beginning on October 23, 2010.
- (8) On October 23, 2009, the reporting person was granted an option to purchase 35,000 shares of common stock of the Issuer which vest and become exercisable in five equal annual installments beginning on October 23, 2010.
- (9) On July 30, 2014, the reporting person was granted an option to purchase 20,244 shares of common stock of the Issuer, which vest and become exercisable in four equal annual installments beginning on July 30, 2015.
- (10) On October 23, 2009, the reporting person was granted an option to purchase 35,000 shares of common stock of the Issuer which vest and become exercisable in five equal annual installments beginning on October 23, 2010.

Remarks:

Senior Vice President, Global Sales & Marketing

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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