

Catalent, Inc.
Form 4
March 20, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chiminski John R

(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)
03/16/2017

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)
Common Stock	03/16/2017		M ⁽¹⁾	V Amount (A) or (D) Price 206,684 A \$ 10.71	393,191 ⁽²⁾	D	
Common Stock	03/16/2017		F ⁽³⁾	132,865 D \$ 28.5	260,326 ⁽²⁾	D	
Common Stock	03/16/2017		S ⁽⁴⁾	68,834 D \$ 28.62 ⁽⁵⁾	191,492 ⁽²⁾	D	
Common Stock	03/16/2017		S ⁽⁴⁾	4,784 D \$ 28.58 ⁽⁶⁾	186,708 ⁽²⁾	D	
	03/20/2017		S ⁽⁴⁾	201 D	186,507 ⁽²⁾	D	

Common Stock \$ 28.76

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

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SEC 1474
(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 Number of Shares
Options to purchase Common Stock	\$ 10.71	03/16/2017		M ⁽¹⁾		206,684		03/17/2010 ⁽⁷⁾	10/23/2019	Common Stock	206,684

Reporting Owners

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

Signatures

/s/ Christine Caputo, by power of attorney 03/20/2017

____ 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 14, 2017 in order to implement a plan of financial diversification.

(2) Includes restricted stock units.

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- (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.

These shares were sold in multiple transactions at prices ranging from \$28.45 to \$28.88, inclusive. The reporting person undertakes to
- (5) provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

These shares were sold in multiple transactions at prices ranging from \$28.55 to \$28.63, inclusive. The reporting person undertakes to
- (6) provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) On October 23, 2009, the reporting person was granted an option to purchase 472,500 shares of common stock of the Issuer, which vested and became exercisable in five equal annual installments beginning on March 17, 2010.

Remarks:

President & Chief Executive Officer

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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