

Downie William
Form 4
March 12, 2018

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
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(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)
03/08/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, Global Sales & Marketing

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	03/08/2018		M		5,061	A \$ 20.5	46,986 D
Common Stock	03/08/2018		F		3,914	D \$ 40.95	43,072 D
Common Stock	03/08/2018		M		6,116	A \$ 31.96	49,188 D
Common Stock	03/08/2018		F		5,507	D \$ 40.95	43,681 D
Common Stock	03/08/2018		M		4,338	A \$ 24.44	48,019 D

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Common Stock	03/08/2018	F	3,544	D	\$ 40.95	44,475	D
Common Stock	03/08/2018	S	9,082	D	\$ 41.8	35,393	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options to purchase Common Stock	\$ 20.5	03/08/2018		M	5,061	07/30/2015 ⁽¹⁾ 07/30/2024	Common Stock 5,061
Options to purchase Common Stock	\$ 31.96	03/08/2018		M	6,116	08/27/2016 ⁽²⁾ 08/27/2025	Common Stock 6,116
Options to purchase Common Stock	\$ 24.44	03/08/2018		M	4,338	07/26/2017 ⁽³⁾ 07/26/2026	Common Stock 4,338

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Downie William
C/O CATALENT, INC.
14 SCHOOLHOUSE ROAD
SOMERSET, NJ 08873

SVP, Global Sales & Marketing

Signatures

/s/ Jose Ibietatorremendia,
attorney-in-fact

03/12/2018

__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) On July 30, 2014, the reporting person was granted options to purchase common stock of the Issuer, which options vest and become exercisable in four equal annual installments beginning on July 30, 2015. (S1221)
- (2) On August 27, 2015, the reporting person was granted options to purchase common stock of the Issuer, which options vest and become exercisable in four equal annual installments beginning on August 27, 2016. (S10)
- (3) On July 26, 2016, the reporting person was granted options to purchase common stock of the Issuer, which options vest and become exercisable in four equal annual installments beginning on July 26, 2017. (S68)

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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