

Catalent, Inc.  
Form 8-K  
September 09, 2016

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of report (Date of earliest event reported): September 6, 2016**

**CATALENT, INC.**  
**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-36587**  
**(Commission**  
  
**File Number)**

**20-8737688**  
**(IRS Employer**  
  
**Identification No.)**

**14 Schoolhouse Road**

**Somerset, New Jersey**  
**(Address of Principal Executive Offices)**

**(732) 537-6200**

**08873**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

On September 6, 2016, Catalent, Inc. (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) by and among the Company, the selling stockholders named therein (the Selling Stockholders), and Goldman, Sachs & Co., Deutsche Bank Securities Inc. and Morgan Stanley & Co. LLC (collectively, the

Underwriters), relating to an underwritten offering (the Offering) of 18,991,827 shares (the Shares) of the Company's common stock, par value \$0.01 per share, pursuant to the Company's Registration Statement on Form S-3 (File No. 333-211872), filed on June 6, 2016, as supplemented by the prospectus supplement dated September 6, 2016. All of the Shares were sold by the Selling Stockholders. Pursuant to the Underwriting Agreement, the Underwriters purchased the Shares at a price of \$23.58 per share in a transaction that was completed on September 9, 2016.

The description of the Underwriting Agreement is qualified in its entirety by the terms of such agreement, which is incorporated herein by reference and attached to this report as Exhibit 1.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

See the Exhibit Index immediately following the signature page hereto, which is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CATALENT, INC.**

Date: September 9, 2016

By: /s/ STEVEN FASMAN

Name: Steven Fasman

Title: Senior Vice President and General Counsel

EXHIBIT INDEX

- 1.1 Underwriting Agreement, dated as of September 6, 2016, among Catalent, Inc., the Selling Stockholders named therein and Goldman, Sachs & Co., Deutsche Bank Securities Inc. and Morgan Stanley & Co. LLC, as Underwriters
- 5.1 Opinion of Simpson Thacher & Bartlett LLP