

Catalent, Inc.
Form 4
March 20, 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 *
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/16/2017 | | M ⁽¹⁾ | | 206,684 | A | \$ 10.71 |
| Common Stock | 03/16/2017 | | F ⁽³⁾ | | 132,865 | D | \$ 28.5 |
| Common Stock | 03/16/2017 | | S ⁽⁴⁾ | | 68,834 | D | \$ 28.62 |
| Common Stock | 03/16/2017 | | S ⁽⁴⁾ | | 4,784 | D | \$ 28.58 |
| Common Stock | 03/20/2017 | | S ⁽⁴⁾ | | 201 | D | \$ 186,507 |

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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.