

Littlejohns Barry
Form 4
October 17, 2018

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 *
Littlejohns Barry

(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)
10/15/2018

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)

President, Biologics & SDD

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	(A) or (D)	Price
Common Stock	10/15/2018		M ⁽¹⁾		87,500	A	\$ 14.86
Common Stock	10/15/2018		F ⁽³⁾		58,940	D	\$ 41.64
Common Stock	10/15/2018		M ⁽¹⁾		23,408	A	\$ 14.86
Common Stock	10/15/2018		F ⁽³⁾		15,768	D	\$ 41.64
Common Stock	10/15/2018		M ⁽¹⁾		4,783	A	\$ 14.86

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Common Stock	10/15/2018	<u>F</u> ⁽³⁾	3,222	D	\$ 41.64	75,479 ⁽²⁾	D
Common Stock	10/15/2018	<u>M</u> ⁽¹⁾	29,120	A	\$ 14.86	104,599 ⁽²⁾	D
Common Stock	10/15/2018	<u>F</u> ⁽³⁾	19,616	D	\$ 41.64	84,983 ⁽²⁾	D
Common Stock	10/15/2018	<u>S</u> ⁽¹⁾	47,265	D	\$ 41.64 <u>(4)</u>	37,718 ⁽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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options to purchase Common Stock	\$ 14.86	10/15/2018		<u>M</u> ⁽¹⁾	87,500	⁽⁵⁾ 09/15/2021	Common Stock 87,500
Options to purchase Common Stock	\$ 14.86	10/15/2018		<u>M</u> ⁽¹⁾	23,408	⁽⁶⁾ 09/15/2021	Common Stock 23,408
Options to purchase Common Stock	\$ 14.86	10/15/2018		<u>M</u> ⁽¹⁾	4,783	09/09/2016 09/15/2021	Common Stock 4,783
Options to	\$ 14.86	10/15/2018		<u>M</u> ⁽¹⁾	29,120	09/09/2016 09/15/2021	Common Stock 29,120

purchase
Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Littlejohns Barry C/O CATALENT, INC. 14 SCHOOLHOUSE ROAD SOMERSET, NJ 08873			President, Biologics & SDD	

Signatures

/s/ Jose Ibietatorremendia,
attorney-in-fact

10/17/2018

__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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person 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) Volume-weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.50 to \$41.94, 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 information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (5) On September 15, 2011, the reporting person was granted an option to purchase 87,500 shares of common stock of the Issuer, which vested and became exercisable in five equal annual installments beginning on September 15, 2012. (S1034)
 - (6) On September 15, 2011, the reporting person was granted options to purchase 29,260 shares of common stock of the Issuer, which vested and became exercisable in five equal annual installments (beginning on September 15, 2012) upon the satisfaction of certain performance criteria. The performance criteria were met in respect of 23,408 options. The remaining 5,852 options have been cancelled. (S1077)

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.