Catalent, Inc. Form 4 September 13, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2. Issuer Name and Ticker or Trading

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Catalent, Inc. [CTLT]

(Month/Day/Year)

Filed(Month/Day/Year)

3.

09/09/2016

3. Date of Earliest Transaction

4. If Amendment, Date Original

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Gennadios Aristippos

(First) (Middle)

C/O CATALENT, INC., 14 SCHOOLHOUSE ROAD

(Street)

SOMERSET, NJ 08873

(State)

1.Title of 2. Transaction Date 2A. Deemed

Security (Month/Day/Year) (Instr. 3)

Execution Date, if

(Zip)

(Month/Day/Year)

Symbol

(Instr. 8)

Code Disposed of (D) (Instr. 3, 4 and 5)

TransactionAcquired (A) or

4. Securities

Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Director

Applicable Line)

X_ Officer (give title

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of

information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

See Remarks

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

Estimated average

burden hours per

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Commo Stock	n \$ 10.71	09/09/2016		A <u>(1)</u>		13,528		09/09/2016	10/23/2019	Common Stock	13,528
Commo Stock	n \$ 12.14	09/09/2016		A(2)		6,764		09/09/2016	02/08/2021	Common Stock	6,764
Commo Stock	n \$ 18.71	09/09/2016		A(3)		20,374		09/09/2016	09/03/2023	Common Stock	20,374

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Gennadios Aristippos C/O CATALENT, INC. 14 SCHOOLHOUSE ROAD SOMERSET, NJ 08873

See Remarks

Signatures

/s/ Christine Caputo, by power of attorney

09/13/2016

**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) Due to the satisfaction of a market-based vesting condition, on September 9, 2016, the reporting person was issued 13,528 vested and exercisable options to purchase shares of common stock of the Issuer.
- (2) Due to the satisfaction of a market-based vesting condition, on September 9, 2016, the reporting person was issued 6,764 vested and exercisable options to purchase shares of common stock of the Issuer.
- (3) Due to the satisfaction of a market-based vesting condition, on September 9, 2016, the reporting person was issued 20,374 vested and exercisable options to purchase shares of common stock of the Issuer.

Remarks:

President, Softgel

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.

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