

Downie William
Form 4
March 12, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(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
 Officer (give title below) _____ Other (specify below)
SVP, Global Sales & Marketing

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 | 03/08/2018 | | 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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SEC 1474
(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| 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. 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.