

STAPLE PETER D
Form 4
November 28, 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 *
STAPLE PETER D

2. Issuer Name and Ticker or Trading Symbol
Corium International, Inc. [CORI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CORIUM INTERNATIONAL, INC., 235 CONSTITUTION DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
11/27/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount		
Common Stock	11/27/2018		D ⁽¹⁾		291,397	D	
					\$ 12.50		
					<u>(1)</u>		
Common Stock	11/27/2018		D ⁽¹⁾		34,878	D	
					\$ 12.50		
					<u>(1)</u>		
						I	By The Staple Family Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Number Shares
Employee Stock Option (Right to Buy)	\$ 2.222	11/27/2018		D ⁽¹⁾	34,289	<u>(2)</u>	12/12/2022	Common Stock	34,289
Employee Stock Option (Right to Buy)	\$ 2.222	11/27/2018		D ⁽¹⁾	32,144	<u>(2)</u>	02/19/2023	Common Stock	32,144
Employee Stock Option (Right to Buy)	\$ 4.141	11/27/2018		D ⁽¹⁾	51,128	<u>(2)</u>	01/26/2024	Common Stock	51,128
Employee Stock Option (Right to Buy)	\$ 5.5	11/27/2018		D ⁽¹⁾	16,194	<u>(2)</u>	12/02/2024	Common Stock	16,194
Employee Stock Option (Right to Buy)	\$ 2.222	11/27/2018		D ⁽¹⁾	75,719	<u>(2)</u>	12/12/2022	Common Stock	75,719
Employee Stock Option (Right to Buy)	\$ 2.222	11/27/2018		D ⁽¹⁾	10,714	<u>(2)</u>	02/19/2023	Common Stock	10,714
Employee Stock	\$ 4.141	11/27/2018		D ⁽¹⁾	75,604	<u>(2)</u>	01/26/2024	Common Stock	75,604

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Option (Right to Buy)									
Employee Stock Option (Right to Buy)	\$ 5.5	11/27/2018	D ⁽¹⁾	135,577	⁽²⁾	12/02/2024	Common Stock	135,577	
Employee Stock Option (Right to Buy)	\$ 7.94	11/27/2018	D ⁽¹⁾	72,917	⁽²⁾	12/07/2025	Common Stock	72,917	
Employee Stock Option (Right to Buy)	\$ 4.59	11/27/2018	D ⁽¹⁾	89,844	⁽²⁾	12/21/2026	Common Stock	89,844	
Employee Stock Option (Right to Buy)	\$ 11.59	11/27/2018	D ⁽¹⁾	42,969	⁽²⁾	11/30/2027	Common Stock	42,969	
Employee Stock Option (Right to Buy)	\$ 5.5	11/27/2018	D ⁽¹⁾	3,229	⁽³⁾	12/02/2024	Common Stock	3,229	
Employee Stock Option (Right to Buy)	\$ 7.94	11/27/2018	D ⁽¹⁾	14,489	⁽³⁾	12/07/2025	Common Stock	14,489	
Employee Stock Option (Right to Buy)	\$ 4.59	11/27/2018	D ⁽¹⁾	75,870	⁽³⁾	12/21/2026	Common Stock	75,870	
Employee Stock Option (Right to Buy)	\$ 11.59	11/27/2018	D ⁽¹⁾	135,903	⁽³⁾	11/30/2027	Common Stock	135,903	
Employee Stock Option	\$ 7.94	11/27/2018	D ⁽¹⁾	12,594	⁽³⁾	12/07/2025	Common Stock	12,594	

(Right to Buy)

Employee Stock Option

(Right to Buy)

\$ 4.59

11/27/2018

D⁽¹⁾

21,786

(3)

12/21/2026

Common Stock

21,786

Employee Stock Option

(Right to Buy)

\$ 11.59

11/27/2018

D⁽¹⁾

8,628

(3)

11/30/2027

Common Stock

8,628

Restricted Stock Units (RSU)

(4)

11/27/2018

D⁽¹⁾

23,437

(4)(4)

Common Stock

23,437

Restricted Stock Units (RSU)

(4)

11/27/2018

D⁽¹⁾

31,250

(4)(4)

Common Stock

31,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STAPLE PETER D C/O CORIUM INTERNATIONAL, INC. 235 CONSTITUTION DRIVE MENLO PARK, CA 94025	X		President & CEO	

Signatures

/s/Christina Dickerson,
Attorney-in-Fact

11/28/2018

**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).

- Pursuant to the Agreement and Plan of Merger, dated as of October 11, 2018 (the "Merger Agreement"), between Corium International, Inc. (the "Company"), Gurnet Holding Company ("Parent") and Gurnet Merger Sub, Inc., a wholly-owned subsidiary of Parent ("Merger Sub"), Merger Sub was merged with and into the Company, with the Company continuing as the surviving corporation and a wholly-owned subsidiary of Parent (the "Merger"). Pursuant to the Merger Agreement, at the effective time of the Merger, each issued and outstanding share of common stock, par value \$0.001 per share, of the Company (each, a "Share") was converted into the right to receive (i) \$12.50 per Share in cash, plus (ii) one non-transferable contingent value right per Share, which represents the contractual right to receive \$0.50 per Share in cash (a "CVR").
- (1) Pursuant to the Merger Agreement, at the effective time of the Merger, each option to purchase Shares that was vested and outstanding was cancelled and converted into the right to receive (i) an amount in cash equal to the product of (x) the number of vested Shares

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issuable under such option multiplied by (y) the excess of (A) \$12.50 over (B) the per share exercise price of such option, plus (ii) one CVR for each Share issuable under such option. This option is fully vested.

- (3) Pursuant to the Merger Agreement, at the effective time of the Merger, each unvested option to purchase Shares that was unexpired, unexercised and outstanding was converted into and substituted for the right to receive an amount equal to the product of (x) the number of unvested Shares issuable under such option multiplied by (y) the excess of (A) \$12.50 over (B) the per share exercise price of such option. This consideration will be paid monthly in accordance with the monthly vesting schedule that originally was applicable to such option.

- (4) Pursuant to the Merger Agreement, at the effective time of the Merger, each unvested RSU outstanding that had not yet been settled was converted into and substituted for the right to receive an amount equal to the product of (x) the number of Shares issuable under such RSU multiplied by \$12.50. This consideration will be paid annually in accordance with the annual vesting schedule that originally was applicable to such RSU.

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.