

Chiminski John R
Form 4
October 03, 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 *
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)
10/01/2018

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)

Chair, President & CEO

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	10/01/2018		M ⁽¹⁾		140,000	A	\$ 18.71
Common Stock	10/01/2018		F ⁽³⁾		93,500	D	\$ 45.32
Common Stock	10/01/2018		M ⁽¹⁾		41,464	A	\$ 20.5
Common Stock	10/01/2018		F ⁽³⁾		28,617	D	\$ 45.32
Common Stock	10/01/2018		M ⁽¹⁾		29,370	A	\$ 24.26

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Common Stock	10/01/2018	<u>F</u> ⁽³⁾	21,652	D	\$ 45.32	340,550 <u>(2)</u>	D
Common Stock	10/01/2018	<u>M</u> ⁽¹⁾	75,524	A	\$ 24.44	416,074 <u>(2)</u>	D
Common Stock	10/01/2018	<u>F</u> ⁽³⁾	55,839	D	\$ 45.32	360,235 <u>(2)</u>	D
Common Stock	10/01/2018	<u>S</u> ⁽¹⁾	130,545	D	\$ 45.32 <u>(4)</u>	229,690 <u>(2)</u>	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 of Underlying Securities (Instr. 3 and 4)
Options to purchase Common Stock	\$ 18.71	10/01/2018		<u>M</u> ⁽¹⁾	140,000	<u>(5)</u> 06/25/2023	Common Stock 140,000
Options to purchase Common Stock	\$ 20.5	10/01/2018		<u>M</u> ⁽¹⁾	41,464	<u>(6)</u> 07/30/2024	Common Stock 41,464
Options to purchase Common Stock	\$ 24.26	10/01/2018		<u>M</u> ⁽¹⁾	29,370	<u>(7)</u> 10/23/2024	Common Stock 29,370
Options to purchase Common Stock	\$ 24.44	10/01/2018		<u>M</u> ⁽¹⁾	75,524	<u>(8)</u> 07/26/2026	Common Stock 75,524

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chiminski John R C/O CATALENT, INC. 14 SCHOOLHOUSE ROAD SOMERSET, NJ 08873	X			Chair, President & CEO

Signatures

/s/ Jose Ibietatorremendia,
attorney-in-fact

10/03/2018

**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.
Volume-weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.06 to \$45.88, 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 purchased at each separate price within the range set forth in this footnote.
- (4) On June 25, 2013, the reporting person was granted options to purchase 350,000 shares of common stock of the Issuer, which vest and become exercisable in five equal annual installments (beginning on June 25, 2014) upon the satisfaction of certain performance criteria. The performance criteria were met in respect of 140,000 options. The remaining 210,000 options have been cancelled. (S1101)
- (5) On July 30, 2014, the reporting person was granted options to purchase 41,464 shares of common stock of the Issuer, which vest and become exercisable in four equal annual installments beginning on July 30, 2015. (S1215)
- (6) On October 23, 2014, the reporting person was granted options to purchase 39,160 shares of common stock of the Issuer, which vest and become exercisable in four equal annual installments beginning on October 23, 2015. (S1251)
- (7) On July 26, 2016, the reporting person was granted options to purchase 151,049 shares of common stock of the Issuer which vest and become exercisable in four equal installments beginning July 26, 2017. (S62)
- (8)

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.