

Downie William
Form 4
February 20, 2019

FORM 4

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

OMB APPROVAL

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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)
02/15/2019

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/15/2019		M ⁽¹⁾		5,061	A	\$ 20.5
					44,581	(2)	D
Common Stock	02/15/2019		F ⁽³⁾		3,688	D	\$ 42
					40,893	(2)	D
Common Stock	02/15/2019		M ⁽¹⁾		4,338	A	\$ 24.44
					45,231	(2)	D
Common Stock	02/15/2019		F ⁽³⁾		3,377	D	\$ 42
					41,854	(2)	D
Common Stock	02/15/2019		M ⁽¹⁾		3,058	A	\$ 31.96
					44,912	(2)	D

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Common Stock	02/15/2019	F ⁽³⁾	2,671	D	\$ 42	42,241 ⁽²⁾	D
Common Stock	02/15/2019	S ⁽¹⁾	7,315	D	\$ 42	34,926 ⁽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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Options to purchase Common Stock	\$ 20.5	02/15/2019		M ⁽¹⁾	5,061	07/30/2015 ⁽⁴⁾ 07/30/2024	Common Stock	5,061
Options to purchase Common Stock	\$ 31.96	02/15/2019		M ⁽¹⁾	3,058	08/27/2016 ⁽⁵⁾ 08/27/2025	Common Stock	3,058
Options to purchase Common Stock	\$ 24.44	02/15/2019		M ⁽¹⁾	4,338	07/26/2017 ⁽⁶⁾ 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

02/20/2019

__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) On July 30, 2014, the reporting person was granted options to purchase 20,244 shares of common stock of the Issuer, which vest and become exercisable in four equal annual installments beginning on July 30, 2015. (S1221)
- (5) On August 27, 2015, the reporting person was granted options to purchase 12,233 shares of common stock of the Issuer, which vest and become exercisable in four equal annual installments beginning on August 27, 2016. (S10)
- (6) On July 26, 2016, the reporting person was granted options to purchase 17,353 shares of common stock of the Issuer, which 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.