

Catalent, Inc.
Form 4
April 03, 2015

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 *
Gennadios Aristippos

(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)
04/01/2015

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)

See Remarks

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	04/01/2015		M		4,690	\$ 12.14	D
Common Stock	04/01/2015		F ⁽¹⁾		3,072	\$ 30.61	D
Common Stock	04/01/2015		S		883	\$ 30.61	D
Common Stock	04/01/2015		M		30,310	\$ 10.71	D
Common Stock	04/01/2015		F ⁽¹⁾		17,227	\$ 30.61	D

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Common Stock	04/01/2015	S	13,083	D	\$ 30.61 (2)	8,651	D
Common Stock	04/01/2015	M	11,760	A	\$ 10.71	20,411	D
Common Stock	04/01/2015	F(1)	6,703	D	\$ 30.61	13,708	D
Common Stock	04/01/2015	S	5,057	D	\$ 30.61 (2)	8,651	D
Common Stock	04/01/2015	M	14,000	A	\$ 12.14	22,651	D
Common Stock	04/01/2015	F(1)	9,625	D	\$ 30.61	13,026	D
Common Stock	04/01/2015	S	4,375	D	\$ 30.61 (2)	8,651	D
Common Stock	04/01/2015	M	4,704	A	\$ 12.14	13,355	D
Common Stock	04/01/2015	F(1)	3,234	D	\$ 30.61	10,121	D
Common Stock	04/01/2015	S	1,470	D	\$ 30.61 (2)	8,651	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)
	\$ 14.29	04/01/2015		M	4,690	05/07/2008 ⁽³⁾ 05/07/2017	Common Stock

Options
to
purchase
common
stock

Options
to
purchase
common
stock

\$ 10.71	04/01/2015	M	30,310	10/23/2010 ⁽⁴⁾	10/23/2019	Common Stock
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Options
to
purchase
common
stock

\$ 10.71	04/01/2015	M	11,760	10/23/2010 ⁽⁵⁾	10/23/2019	Common Stock
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Options
to
purchase
common
stock

\$ 12.14	04/01/2015	M	14,000	02/08/2012 ⁽⁶⁾	02/08/2021	Common Stock
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Options
to
purchase
common
stock

\$ 12.14	04/01/2015	M	4,704	02/08/2012 ⁽⁷⁾	02/08/2021	common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gennadios Aristippos C/O CATALENT, INC. 14 SCHOOLHOUSE ROAD SOMERSET, NJ 08873			See Remarks	

Signatures

Christine Caputo, by power of attorney	04/03/2015
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**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) Represents shares withheld to pay the exercise price and applicable withholding taxes associated with the exercise of stock options.
 - (2) These shares were sold in multiple transactions at prices ranging from \$30.19 to \$30.93, 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

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information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (3) On May 7, 2007, the reporting person was granted an option to purchase 4,690 shares of common stock of the Issuer, which vested and became exercisable in five equal annual installments beginning on May 7, 2008.
- (4) On October 23, 2009, the reporting person was granted an option to purchase 30,310 shares of common stock of the Issuer, which vest and become exercisable in five equal annual installments beginning on October 23, 2010.
On October 23, 2009, the reporting person was granted an option to purchase 11,760 shares of common stock of the Issuer which vest and become exercisable in five equal annual installments based on satisfaction of certain performance criteria for each of the fiscal years ending 2010, 2011, 2012, 2013 and 2014. The performance criteria for 2010, 2011, 2012, 2013 and 2014 were met, resulting in vesting of the option as to 11,760 shares.
- (6) On February 8, 2011, the reporting person was granted an option to purchase 17,500 shares of common stock of the Issuer, which vest and become exercisable in five equal annual installments beginning on February 8, 2012.
On February 8, 2011, the reporting person was granted an option to purchase 5,880 shares of common stock of the Issuer which vest and become exercisable in five equal annual installments based on satisfaction of certain performance criteria for each of the fiscal years ending 2011, 2012, 2013, 2014 and 2015. The performance criteria for 2011, 2012, 2013 and 2014 were met, resulting in vesting of the option as to 4,704 shares.

Remarks:

President, Softgel Technologies

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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