

Corium International, Inc.
 Form 4
 April 08, 2014

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

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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 *
ESSEX WOODLANDS HEALTH VENTURES FUND VII LP

(Last) (First) (Middle)

C/O ESSEX WOODLANDS HEALTH VENTURES, 335 BRYANT STREET, THIRD FLOOR

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 04/08/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 ___X___ 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	04/08/2014		C		679,115	A	(1) 679,115
Common Stock	04/08/2014		C		2,028,309	A	(1) 2,704,424
Common Stock	04/08/2014		X		397,718	A	(3) 3,105,142
Common Stock	04/08/2014		X		26,385	A	(3) 3,131,527
	04/08/2014		X		214,149	A	(3) 3,345,676

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Common Stock							
Common Stock	04/08/2014	X	1,114	A	(3)	3,346,790	D
Common Stock	04/08/2014	X	218,279	A	(3)	3,565,069	D
Common Stock	04/08/2014	X	794	A	(4)	3,565,863	D
Common Stock	04/08/2014	X	397	A	(4)	3,566,260	D
Common Stock	04/08/2014	C	3,387,146	A	(5)	6,953,406	D
Common Stock	04/08/2014	C	1,999,898	A	(5)	8,953,304	D
Common Stock	04/08/2014	P	400,000	A	\$ 8	9,353,304	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Series B Convertible Preferred Stock	(1)	04/08/2014		C	6,859,066	(1)	(1)	Common Stock	6
Series C Convertible Preferred Stock	(1)	04/08/2014		C	20,485,926	(1)	(1)	Common Stock	2,
Warrant to Purchase Common	(3)	04/08/2014		X	397,718	(3)	08/02/2017	Common Stock	3

Stock

Warrant to Purchase Common Stock

(3) 04/08/2014 X 26,385 (3) 08/02/2017 Common Stock

Warrant to Purchase Common Stock

(3) 04/08/2014 X 214,149 (3) 08/02/2017 Common Stock

Warrant to Purchase Common Stock

(3) 04/08/2014 X 1,114 (3) 08/02/2017 Common Stock

Warrant to Purchase Common Stock

(3) 04/08/2014 X 218,279 (3) 08/02/2017 Common Stock

Warrant to Purchase Series C Convertible Preferred Stock

(4) 04/08/2014 X 109,015 (4) 07/02/2020 Common Stock

Warrant to Purchase Series C Convertible Preferred Stock

(4) 04/08/2014 X 54,507 (4) 12/29/2020 Common Stock

Convertible Promissory Notes

(5) 04/08/2014 C 3,387,146 (5) 07/01/2017 Common Stock

Convertible Promissory Notes

(5) 04/08/2014 C 1,999,898 (5) 07/01/2017 Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ESSEX WOODLANDS HEALTH VENTURES FUND VII LP
C/O ESSEX WOODLANDS HEALTH VENTURES
335 BRYANT STREET, THIRD FLOOR
PALO ALTO, CA 94301

X

Signatures

/s/Lowell Segal,
Attorney-in-fact

04/08/2014

__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) The shares of Series B Convertible Preferred Stock and Series C Convertible Preferred Stock automatically converted into Common Stock in connection with the Issuer's initial public offering and had no expiration date.
- (2) The number of shares reflects a 10.1-for-1 reverse stock split of all outstanding shares of Common Stock effected on March 21, 2014.
- (3) The warrants were automatically net exercised in connection with the Issuer's initial public offering at an exercise price of \$2.12100 per share.
- (4) The warrants were automatically net exercised in connection with the Issuer's initial public offering at an exercise price of \$7.41140 per share.
- (5) The principal amount and accrued interest automatically converted into the specified number of shares of Common Stock in connection with the Issuer's initial public offering.

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.