

Catalent, Inc.  
Form 4  
June 01, 2016

**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 \*  
**WALSH MATTHEW M**

(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)  
**05/27/2016**

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/27/2016		M		17,500	A	\$ 14.86
Common Stock	05/27/2016		F <sup>(2)</sup>		13,082	D	\$ 28.85
Common Stock	05/27/2016		S <sup>(3)</sup>		4,418	D	\$ 28.85
Common Stock	05/27/2016		M		52,500	A	\$ 14.86
Common Stock	05/27/2016		F <sup>(3)</sup>		39,245	D	\$ 28.85

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Common Stock	05/27/2016	S <sup>(3)</sup>	13,255	D	\$ 28.85 (4)	88,188 (1)	D
Common Stock	05/27/2016	M	19,124	A	\$ 18.71	107,312 (1)	D
Common Stock	05/27/2016	F <sup>(2)</sup>	15,600	D	\$ 28.85	91,712 (1)	D
Common Stock	05/27/2016	S <sup>(3)</sup>	3,524	D	\$ 28.85 (4)	88,188 (1)	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 or Number of Shares
Options to purchase Common Stock	\$ 14.86	05/27/2016		M	17,500	(5) 10/11/2021	Common Stock 17,500
Options to purchase Common Stock	\$ 14.86	05/27/2016		M	52,500	(6) 10/11/2021	Common Stock 52,500
Options to purchase Common Stock	\$ 18.71	05/27/2016		M	19,124	(7) 06/25/2023	Common Stock 19,124

## Reporting Owners

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

## Signatures

/s/ Christine Caputo, by power of attorney  
 06/01/2016

\*\*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) Includes restricted stock units.
- (2) Represents shares withheld to pay the exercise price and applicable withholding taxes associated with the exercise of stock options.
- (3) The sales of the shares were for financial planning purposes, including, in particular, tax obligations associated with equity awards that settled in fiscal year 2016.  
 These shares were sold in multiple transactions at prices ranging from \$28.74 to \$29.05, 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 sold at each separate price within the range set forth in this footnote.
- (4) On October 11, 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 three equal annual installments based on satisfaction of certain performance criteria for each of the fiscal years ending 2012, 2013 and 2014. The performance criteria for 2012, 2013 and 2014 were met, resulting in vesting of the option as to all 17,500 shares.
- (5) On October 11, 2011, the reporting person was granted an option to purchase 52,500 shares of common stock of the Issuer, which vest and become exercisable in five equal annual installments beginning on September 26, 2012.  
 On June 25, 2013, the reporting person was granted an option to purchase 47,810 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 2014, 2015, 2016, 2017 and 2018. The performance criteria for 2014 and 2015 were met, resulting in vesting of the option as to 19,124 shares.
- (6)
- (7)

### Remarks:

Executive Vice President and Chief Financial Officer

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.