

Singh Parminder
Form 4
November 28, 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 *
Singh Parminder

(Last) (First) (Middle)

C/O CORIUM INTERNATIONAL, INC., 235 CONSTITUTION DRIVE

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/27/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

CTO & Vice President, R&D

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
							\$
Common Stock	11/27/2018		D ⁽¹⁾		16,127 ⁽²⁾	D	12.5
							0
							<u>(1)</u>

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)

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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
Employee Stock Option (Right to Buy)	\$ 2.222	11/27/2018		D ⁽¹⁾		33,663		⁽³⁾	12/12/2022	Common Stock	33,663
Employee Stock Option (Right to Buy)	\$ 2.222	11/27/2018		D ⁽¹⁾		33,663		⁽³⁾	02/19/2023	Common Stock	33,663
Employee Stock Option (Right to Buy)	\$ 4.141	11/27/2018		D ⁽¹⁾		34,653		⁽³⁾	01/26/2024	Common Stock	34,653
Employee Stock Option (Right to Buy)	\$ 5.5	11/27/2018		D ⁽¹⁾		37,996		⁽³⁾	12/02/2024	Common Stock	37,996
Employee Stock Option (Right to Buy)	\$ 7.94	11/27/2018		D ⁽¹⁾		1		⁽³⁾	12/07/2025	Common Stock	1
Employee Stock Option (Right to Buy)	\$ 5.5	11/27/2018		D ⁽¹⁾		35,442		⁽³⁾	12/02/2024	Common Stock	35,442
Employee Stock Option (Right to Buy)	\$ 7.94	11/27/2018		D ⁽¹⁾		32,812		⁽³⁾	12/07/2025	Common Stock	32,812
	\$ 4.59	11/27/2018		D ⁽¹⁾		32,344		⁽³⁾	12/21/2026		32,344

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Employee Stock Option (Right to Buy)								Common Stock	
Employee Stock Option (Right to Buy)	\$ 11.59	11/27/2018	D ⁽¹⁾	13,750	<u>(3)</u>	11/30/2027	Common Stock	13,750	
Employee Stock Option (Right to Buy)	\$ 5.5	11/27/2018	D ⁽¹⁾	1,112	<u>(4)</u>	12/02/2024	Common Stock	1,112	
Employee Stock Option (Right to Buy)	\$ 7.94	11/27/2018	D ⁽¹⁾	937	<u>(4)</u>	12/07/2025	Common Stock	937	
Employee Stock Option (Right to Buy)	\$ 4.59	11/27/2018	D ⁽¹⁾	15,956	<u>(4)</u>	12/21/2026	Common Stock	15,956	
Employee Stock Option (Right to Buy)	\$ 11.59	11/27/2018	D ⁽¹⁾	35,677	<u>(4)</u>	11/30/2027	Common Stock	35,677	
Employee Stock Option (Right to Buy)	\$ 5.5	11/27/2018	D ⁽¹⁾	450	<u>(4)</u>	12/02/2024	Common Stock	450	
Employee Stock Option (Right to Buy)	\$ 7.94	11/27/2018	D ⁽¹⁾	11,250	<u>(4)</u>	12/07/2025	Common Stock	11,250	
Employee Stock Option (Right to Buy)	\$ 4.59	11/27/2018	D ⁽¹⁾	19,200	<u>(4)</u>	12/21/2026	Common Stock	19,200	
	\$ 11.59	11/27/2018	D ⁽¹⁾	10,573	<u>(4)</u>	11/30/2027		10,573	

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- Pursuant to the Merger Agreement, at the effective time of the Merger, each unvested option to purchase Shares that was unexpired, unexercised and outstanding was converted into and substituted for the right to receive an amount equal to the product of (x) the number of unvested Shares issuable under such option multiplied by (y) the excess of (A) \$12.50 over (B) the per share exercise price of such option. This consideration will be paid monthly in accordance with the monthly vesting schedule that originally was applicable to such option.
- (4)

- Pursuant to the Merger Agreement, at the effective time of the Merger, each unvested RSU outstanding that had not yet been settled was converted into and substituted for the right to receive an amount equal to the product of (x) the number of Shares issuable under such RSU multiplied by \$12.50. This consideration will be paid annually in accordance with the annual vesting schedule that originally was applicable to such RSU.
- (5)

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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