

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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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 *
Houlton Scott

(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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	04/01/2015		M	V	\$ 56,290	A	10.71	74,571	D
Common Stock	04/01/2015		F(1)		\$ 36,598	D	30.61	37,973	D
Common Stock	04/01/2015		S		\$ 14,827	D	30.61	23,146	D
Common Stock	04/01/2015		M		\$ 25,967	A	10.71	49,113	D
Common Stock	04/01/2015		F(1)		\$ 16,883	D	30.61	32,230	D

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Common Stock	04/01/2015	M	9,352	A	\$ 18.57	41,582	D
Common Stock	04/01/2015	<u>F(1)</u>	7,373	D	\$ 30.61	34,209	D
Common Stock	04/01/2015	S	851	D	\$ 30.61 <u>(2)</u>	33,358	D
Common Stock	04/01/2015	M	6,426	A	\$ 18.71	39,784	D
Common Stock	04/01/2015	<u>F(1)</u>	5,082	D	\$ 30.61	34,702	D
Common Stock	04/01/2015	S	575	D	\$ 30.61 <u>(2)</u>	34,127	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	Amount or Number of Shares
Options to purchase common stock	\$ 10.71	04/01/2015		M	56,290	10/23/2010 ⁽³⁾	10/23/2019	Common Stock	56,290
Options to purchase common stock	\$ 10.71	04/01/2015		M	25,967	10/23/2010 ⁽⁴⁾	10/23/2019	Common Stock	25,967
Options to purchase common stock	\$ 18.57	04/01/2015		M	9,352	04/01/2013 ⁽⁵⁾	05/25/2022	Common Stock	9,352

purchase
common
stock

Options
to

purchase \$ 18.71 04/01/2015 M 6,426 06/25/2014⁽⁶⁾ 06/25/2023 Common Stock 6,426

purchase common stock

Reporting Owners

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

Signatures

Christine Caputo, by power of attorney
04/03/2015

 **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.
These shares were sold in multiple transactions at prices ranging from \$30.21 to \$30.94, 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.
- (3) On October 23, 2009, the reporting person was granted an option to purchase 87,500 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 29,260 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 29,260 shares.
- (5) On June 25, 2012, 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 April 1, 2013.
On June 25, 2013, the reporting person was granted an option to purchase 32,130 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 were met, resulting in vesting of the option as to 6,426 shares.

Remarks:

President, Development & Clinical Services

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.