Catalent, Inc. Form 4 September 04, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Form 4 or

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

1(b).

1. Name and Address of Reporting Person *

(Middle)

C/O CATALENT, INC., 14

2. Issuer Name and Ticker or Trading Symbol

Catalent, Inc. [CTLT]

3. Date of Earliest Transaction

(Month/Day/Year) 09/02/2015

4. If Amendment, Date Original

3.

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year)

(Instr. 3, 4 and 5) (Instr. 8)

4. Securities

Owned Following Reported Transaction(s)

Issuer

below)

Person

5. Amount of

Securities

Beneficially

Director

Applicable Line)

X_ Officer (give title

(Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(A)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

See Remarks

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

Estimated average

burden hours per

1

Check this box

Section 16. Form 5

obligations may continue.

See Instruction

(Print or Type Responses)

Miyamoto Lance

(Last)

(City)

1. Title of

Security

(Instr. 3)

(First)

(Zip)

2. Transaction Date 2A. Deemed

SCHOOLHOUSE ROAD

(State)

(Month/Day/Year)

SOMERSET, NJ 08873

(Street)

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(Instr. 3) Price of Derivative Security

(Month/Day/Year) (Instr. 8) Acquired

(A) or Disposed of (D) (Instr. 3, 4, and 5)

Code V (A)

(D) Date Exercisable Expiration Date

piration Title

Amount

Number of Shares

Options

10

purchase \$ 18.71 09/02/2015

A 2,338

 $06/25/2014_{\underline{(1)}} \quad 06/25/2023$

Common Stock 2,338

common stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Miyamoto Lance

C/O CATALENT, INC. 14 SCHOOLHOUSE ROAD SOMERSET, NJ 08873

See Remarks

Signatures

/s/Christine Caputo, by power of attorney

09/04/2015

**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).

On June 25, 2013, the reporting person was granted an option to purchase 11,690 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 4,676 shares in the aggregate.

Remarks:

Senior Vice President - Human Resources

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.

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