

Miyamoto Lance
Form 4
August 31, 2017

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 *
Miyamoto Lance

(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)
08/29/2017

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)

SVP - Human Resources

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/29/2017		M ⁽¹⁾	27,138 A	\$ 12.14	60,935 ⁽²⁾	D
Common Stock	08/29/2017		F	15,642 D	\$ 38.22	45,293 ⁽²⁾	D
Common Stock	08/29/2017		M ⁽¹⁾	12,000 A	\$ 12.14	57,293 ⁽²⁾	D
Common Stock	08/29/2017		F	7,700 D	\$ 38.22	49,593 ⁽²⁾	D
Common Stock	08/29/2017		S ⁽¹⁾	8,512 D	\$ 38.22	41,081 ⁽²⁾	D

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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	\$ 12.14	08/29/2017		M ⁽¹⁾	27,138	09/09/2016	03/14/2021	Common Stock	27,138		
Options to purchase Common Stock	\$ 12.14	08/29/2017		M ⁽¹⁾	12,000	⁽³⁾	03/14/2021	Common Stock	12,000		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Miyamoto Lance C/O CATALENT, INC. 14 SCHOOLHOUSE ROAD SOMERSET, NJ 08873	SVP - Human Resources

Signatures

/s/ Jose Ibietatorremendia,
attorney-in-fact

08/31/2017

 **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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in order to implement a plan of financial diversification.
- (2) Includes restricted stock units.
- (3) On March 14, 2011, the reporting person was granted options to purchase common stock of the Issuer, which options began to vest and become exercisable upon the passage of time and, in certain cases, the satisfaction of performance criteria beginning March 14, 2012.

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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