Catalent, Inc. Form 4 April 03, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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OMB APPROVAL

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * **Houlton Scott**

(First)

(Middle)

C/O CATALENT, INC., 14 SCHOOLHOUSE ROAD

(Street)

(Ctota)

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 X_ Officer (give title _ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

SOMERSET, NJ 08873

(City)	(State)	(Zip) 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	04/01/2015		M	56,290	A	\$ 10.71	74,571	D		
Common Stock	04/01/2015		F <u>(1)</u>	36,598	D	\$ 30.61	37,973	D		
Common Stock	04/01/2015		S	14,827	D	\$ 30.61 (2)	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	F <u>(1)</u>	7,373	D	\$ 30.61	34,209	D
Common Stock	04/01/2015	S	851	D	\$ 30.61 (2)	33,358	D
Common Stock	04/01/2015	M	6,426	A	\$ 18.71	39,784	D
Common Stock	04/01/2015	F <u>(1)</u>	5,082	D	\$ 30.61	34,702	D
Common Stock	04/01/2015	S	575	D	\$ 30.61 (2)	34,127	D

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

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SEC 1474

(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. Transactio Code (Instr. 8)	5. Number of ionDerivative 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	Amoun or Number of Share
Options to purchase common stock	\$ 10.71	04/01/2015		M		56,290	10/23/2010(3)	10/23/2019	Common Stock	56,29
Options to purchase common stock	\$ 10.71	04/01/2015		M		25,967	10/23/2010(4)	10/23/2019	Common Stock	25,96
Options to	\$ 18.57	04/01/2015		M		9,352	04/01/2013(5)	05/25/2022	Common Stock	9,352

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purchase common stock **Options**

to

\$ 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

Officer Other Director 10% Owner

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 (2) 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.
- On October 23, 2009, the reporting person was granted an option to purchase 87,500 shares of common stock of the Issuer, which vest **(3)** 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.
- 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.

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