

Catalent, Inc.
Form 4
July 29, 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 *
WALSH MATTHEW M

(Last) (First) (Middle)

**C/O CATALENT, INC., 14
SCHOOLHOUSE ROAD**

(Street)

SOMERSET, NJ 08822

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Catalent, Inc. [CTLT]

3. Date of Earliest Transaction
(Month/Day/Year)
07/27/2015

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/27/2015		M ⁽¹⁾		18,690	A	\$ 14.29
Common Stock	07/27/2015		F ⁽³⁾		13,574	D	\$ 30.5
Common Stock	07/27/2015		S ⁽⁴⁾		5,116	D	\$ 31.18
Common Stock	07/27/2015		M ⁽¹⁾		19,267	A	\$ 10.71
Common Stock	07/27/2015		F ⁽³⁾		12,831	D	\$ 30.5

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Common Stock	07/27/2015	S ⁽⁴⁾	6,436	D	\$ 31.18	84,120 ⁽²⁾	D
Common Stock	07/27/2015	M ⁽¹⁾	46,760	A	\$ 10.71	130,880 ⁽²⁾	D
Common Stock	07/27/2015	F ⁽³⁾	31,140	D	\$ 30.5	99,740 ⁽²⁾	D
Common Stock	07/27/2015	S ⁽⁴⁾	15,620	D	\$ 31.18	84,120 ⁽²⁾	D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options to purchase common stock	\$ 14.29	07/27/2015		M ⁽¹⁾	18,690	04/17/2009 ⁽⁵⁾ 04/17/2018	Common Stock 18,690
Options to purchase common stock	\$ 10.71	07/27/2015		M ⁽¹⁾	19,267	10/23/2010 ⁽⁶⁾ 10/23/2019	Common Stock 19,267
Options to purchase common stock	\$ 10.71	07/27/2015		M ⁽¹⁾	46,760	10/23/2010 ⁽⁷⁾ 10/23/2019	Common Stock 46,760

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALSH MATTHEW M C/O CATALENT, INC. 14 SCHOOLHOUSE ROAD SOMERSET, NJ 08822				See Remarks

Signatures

/s/Christine Caputo, by power of attorney
 Date: 07/29/2015
 **Signature of Reporting Person

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 on May 29, 2015 in order to implement a plan of financial diversification.
- (2) Includes restricted stock units.
- (3) Represents shares withheld to pay the exercise price and applicable withholding taxes associated with the exercise of stock options pursuant to the 10b5-1 trading plan noted in footnote 1.
- (4) Represents the shares sold pursuant to the 10b5-1 trading plan noted in footnote 1.
- (5) On April 17, 2008, the reporting person was granted an option to purchase 18,690 shares of common stock of the Issuer, which vested and became exercisable in five equal annual installments beginning on April 17, 2009.
- (6) On October 23, 2009, the reporting person was granted an option to purchase 121,310 shares of common stock of the Issuer, which vested and became exercisable in five equal annual installments beginning on October 23, 2010.
 On October 23, 2009, the reporting person was granted an option to purchase 46,760 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 the option as to all 46,760 shares.

Remarks:

Executive Vice President & Chief Financial Officer

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.