

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 *
Gennadios Aristippos

(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
__X__ Officer (give title below) ___ 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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/01/2015		M		4,690	A	\$ 12.14
Common Stock	04/01/2015		F(1)		3,072	D	\$ 30.61
Common Stock	04/01/2015		S		883	D	\$ 30.61 (2)
Common Stock	04/01/2015		M		30,310	A	\$ 10.71
Common Stock	04/01/2015		F(1)		17,227	D	\$ 30.61

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Common Stock	04/01/2015	S	13,083	D	\$ 30.61 (2)	8,651	D
Common Stock	04/01/2015	M	11,760	A	\$ 10.71	20,411	D
Common Stock	04/01/2015	F(1)	6,703	D	\$ 30.61	13,708	D
Common Stock	04/01/2015	S	5,057	D	\$ 30.61 (2)	8,651	D
Common Stock	04/01/2015	M	14,000	A	\$ 12.14	22,651	D
Common Stock	04/01/2015	F(1)	9,625	D	\$ 30.61	13,026	D
Common Stock	04/01/2015	S	4,375	D	\$ 30.61 (2)	8,651	D
Common Stock	04/01/2015	M	4,704	A	\$ 12.14	13,355	D
Common Stock	04/01/2015	F(1)	3,234	D	\$ 30.61	10,121	D
Common Stock	04/01/2015	S	1,470	D	\$ 30.61 (2)	8,651	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)
	\$ 14.29	04/01/2015		M	4,690	05/07/2008 ⁽³⁾ 05/07/2017	Common Stock

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information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (3) On May 7, 2007, the reporting person was granted an option to purchase 4,690 shares of common stock of the Issuer, which vested and became exercisable in five equal annual installments beginning on May 7, 2008.
- (4) On October 23, 2009, the reporting person was granted an option to purchase 30,310 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 11,760 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 11,760 shares.
- (6) On February 8, 2011, 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 February 8, 2012.
On February 8, 2011, the reporting person was granted an option to purchase 5,880 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 2011, 2012, 2013, 2014 and 2015. The performance criteria for 2011, 2012, 2013 and 2014 were met, resulting in vesting of the option as to 4,704 shares.

Remarks:

President, Softgel Technologies

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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