

Catalent, Inc.
 Form 3
 October 15, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| JOSEPH WETTENY | | (Month/Day/Year) | Catalent, Inc. [CTLT] | |
| (Last) | (First) | (Middle) | 10/13/2015 | |
| C/O CATALENT, INC., 14 SCHOOLHOUSE ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SOMERSET, NJ 08873 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | See Remarks | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 5,383 ⁽¹⁾ | D | |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|----------------------------------|------------------|-----------------|----------------------------|----------------------------|
| Options to purchase common stock | Â (2) | 10/23/2019 | Common Stock 8,120 | \$ 10.7143 D Â |
| Options to purchase common stock | Â (3) | 10/23/2019 | Common Stock 8,120 | \$ 10.7143 D Â |
| Options to purchase common stock | Â (4) | 06/25/2023 | Common Stock 12,460 | \$ 18.7143 D Â |
| Options to purchase common stock | Â (5) | 06/25/2023 | Common Stock 2,492 | \$ 18.7143 D Â |
| Options to purchase common stock | Â (6) | 07/30/2024 | Common Stock 10,849 | \$ 20.5 D Â |
| Options to purchase common stock | Â (7) | 08/27/2025 | Common Stock 6,515 | \$ 31.96 D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOSEPH WETTENY C/O CATALENT, INC. 14 SCHOOLHOUSE ROAD SOMERSET, NJ 08873 | Â | Â | Â See Remarks | Â |

Signatures

/s/ Steven Fasman, by power of attorney
 10/15/2015
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes restricted stock units.
- (2) On October 23, 2009, the reporting person was granted an option to purchase 8,120 shares of common stock of the Issuer, which vested and became exercisable in five equal annual installments beginning on October 23, 2010.
- (3) On October 23, 2009, the reporting person was granted an option to purchase 8,120 shares of common stock of the Issuer, which vested and became exercisable in five equal annual installments beginning on October 23, 2010.
- (4) On June 25, 2013, the reporting person was granted an option to purchase 12,460 shares of common stock of the Issuer, which vest and become exercisable in five equal annual installments beginning on June 23, 2014.
 On June 25, 2013, the reporting person was granted an option to purchase 12,460 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 4,984 shares. The option is currently exercisable for 2,492 shares.
- (6) On July 30, 2014, the reporting person was granted an option to purchase 10,849 shares of common stock of the Issuer, which vest and become exercisable in four equal annual installments beginning on July 30, 2015.

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- (7) On August 27, 2015, the reporting person was granted an option to purchase 6,515 shares of common stock of the Issuer, which vest and become exercisable in four equal annual installments beginning on August 27, 2016.

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Remarks:

President - Clinical Supply Services

Exhibit 24 - Power of Attorney

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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