

Catalent, Inc.  
Form 4  
April 03, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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  
 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 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 <sup>(1)</sup>               |   | 3,072   | D  | \$ 30.61                                   |
| Common Stock                    | 04/01/2015                           |  | S                              |   | 883   | D  | \$ 30.61                                   |
| Common Stock                    | 04/01/2015                           |  | M                              |   | 30,310  | A  | \$ 10.71                                   |
| Common Stock                    | 04/01/2015                           |  | F <sup>(1)</sup>               |   | 17,227  | D  | \$ 30.61                                   |

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

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  | \$ 14.29   | 04/01/2015                           |  | M                              | 4,690   | 05/07/2008 <sup>(3)</sup> 05/07/2017                     | Common Stock  |

Options  
to  
purchase  
common  
stock

Options  
to  
purchase  
common  
stock

|          |            |   |        |                           |            |              |
|----------|------------|---|--------|---------------------------|------------|--------------|
| \$ 10.71 | 04/01/2015 | M | 30,310 | 10/23/2010 <sup>(4)</sup> | 10/23/2019 | Common Stock |
|----------|------------|---|--------|---------------------------|------------|--------------|

Options  
to  
purchase  
common  
stock

|          |            |   |        |                           |            |              |
|----------|------------|---|--------|---------------------------|------------|--------------|
| \$ 10.71 | 04/01/2015 | M | 11,760 | 10/23/2010 <sup>(5)</sup> | 10/23/2019 | Common Stock |
|----------|------------|---|--------|---------------------------|------------|--------------|

Options  
to  
purchase  
common  
stock

|          |            |   |        |                           |            |              |
|----------|------------|---|--------|---------------------------|------------|--------------|
| \$ 12.14 | 04/01/2015 | M | 14,000 | 02/08/2012 <sup>(6)</sup> | 02/08/2021 | Common Stock |
|----------|------------|---|--------|---------------------------|------------|--------------|

Options  
to  
purchase  
common  
stock

|          |            |   |       |                           |            |              |
|----------|------------|---|-------|---------------------------|------------|--------------|
| \$ 12.14 | 04/01/2015 | M | 4,704 | 02/08/2012 <sup>(7)</sup> | 02/08/2021 | common Stock |
|----------|------------|---|-------|---------------------------|------------|--------------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| Gennadios Aristippos<br>C/O CATALENT, INC.<br>14 SCHOOLHOUSE ROAD<br>SOMERSET, NJ 08873 |               |           | See Remarks |       |

## Signatures

|   |            |
|---|------------|
| Christine Caputo, by power of<br>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.
- (2) These shares were sold in multiple transactions at prices ranging from \$30.19 to \$30.93, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full

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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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