

Chiminski John R
 Form 4
 December 13, 2017

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 *
 Chiminski John R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O CATALENT, INC., 14
 SCHOOLHOUSE ROAD

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/11/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chair, President & CEO

(Street)
 SOMERSET, NJ 08873

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 (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)
Common Stock	12/11/2017		M ⁽¹⁾	V	206,685 A \$ 10.71	536,766 ⁽²⁾	D
Common Stock	12/11/2017		F ⁽³⁾		125,227 D \$ 39.7	411,539 ⁽²⁾	D
Common Stock	12/11/2017		S ⁽¹⁾		81,458 D \$ 39.7 ⁽⁴⁾	330,081 ⁽²⁾	D
Common Stock	12/11/2017		S ⁽¹⁾		21,810 D \$ 39.7 ⁽⁵⁾	308,271 ⁽²⁾	D
Common Stock	12/12/2017		S ⁽¹⁾		78,190 D \$ 39.51 ⁽⁶⁾	230,081 ⁽²⁾	D

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Options to purchase Common Stock	\$ 10.71	12/11/2017		M ⁽¹⁾	206,685	⁽⁷⁾ 10/23/2019	Common Stock 206,685

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chiminski John R C/O CATALENT, INC. 14 SCHOOLHOUSE ROAD SOMERSET, NJ 08873	X		Chair, President & CEO	

Signatures

/s/ Jose Ibietatorremendia,
attorney-in-fact

12/13/2017

**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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 10, 2017 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 Rule 10b5-1 trading plan noted in footnote (1).
- (4)

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Weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.42 to \$40.11, 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 information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (4), (5), and (6) to this Form 4.

- (5) Weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.61 to \$39.75, inclusive.
- (6) Weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.21 to \$39.86, inclusive.

On October 23, 2009, the reporting person was granted options to purchase common stock of the Issuer, which options began to vest and

- (7) become exercisable upon the passage of time (and, in certain cases, the satisfaction of performance criteria) beginning October 23, 2010. All options have vested and been exercised or have been cancelled as of the date of this Form 4.

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.