

Catalent, Inc.  
Form 4  
March 22, 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 \*  
Downie William

(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)  
03/20/2017

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	Price	
Common Stock	03/20/2017		M <sup>(1)</sup>		6,202	\$ 18.71	A 34,604 <sup>(2)</sup> D
Common Stock	03/20/2017		F <sup>(3)</sup>		5,054	\$ 28.76	D 29,550 <sup>(2)</sup> D
Common Stock	03/20/2017		S <sup>(4)</sup>		574	\$ 28.6 <sup>(5)</sup>	D 28,976 <sup>(2)</sup> D
Common Stock	03/20/2017		M <sup>(1)</sup>		1,031	\$ 10.71	A 30,007 <sup>(2)</sup> D
Common Stock	03/20/2017		F <sup>(3)</sup>		689	\$ 28.76	D 29,318 <sup>(2)</sup> D

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Common Stock	03/20/2017	S <sup>(4)</sup>	171	D	\$ 28.6 <sup>(5)</sup>	29,147 <sup>(2)</sup>	D
Common Stock	03/20/2017	M <sup>(1)</sup>	35,000	A	\$ 10.71	64,147 <sup>(2)</sup>	D
Common Stock	03/20/2017	F <sup>(3)</sup>	23,416	D	\$ 28.53	40,731 <sup>(2)</sup>	D
Common Stock	03/20/2017	S <sup>(4)</sup>	5,792	D	\$ 28.6 <sup>(5)</sup>	34,939 <sup>(2)</sup>	D
Common Stock	03/20/2017	M <sup>(1)</sup>	10,122	A	\$ 20.5	45,061 <sup>(2)</sup>	D
Common Stock	03/20/2017	F <sup>(3)</sup>	8,582	D	\$ 28.76	36,479 <sup>(2)</sup>	D
Common Stock	03/20/2017	S <sup>(4)</sup>	770	D	\$ 28.6 <sup>(5)</sup>	35,709 <sup>(2)</sup>	D
Common Stock	03/20/2017	M <sup>(1)</sup>	5,748	A	\$ 10.71	41,457 <sup>(2)</sup>	D
Common Stock	03/20/2017	F <sup>(3)</sup>	3,837	D	\$ 28.76	37,620 <sup>(2)</sup>	D
Common Stock	03/20/2017	S <sup>(4)</sup>	955	D	\$ 28.6 <sup>(5)</sup>	36,665 <sup>(2)</sup>	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase Common Stock	\$ 18.71	03/20/2017		M <sup>(1)</sup>	6,202	06/25/2014 <sup>(6)</sup>	06/25/2023	Common Stock	6,202



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

- (6) On June 25, 2013, the reporting person was granted an option to purchase 31,010 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.
- (7) On October 23, 2009, the reporting person was granted an option to purchase 105,000 shares of common stock of the Issuer, which vest and become exercisable in five equal annual installments beginning on October 23, 2010.
- (8) On October 23, 2009, the reporting person was granted an option to purchase 35,000 shares of common stock of the Issuer which vest and become exercisable in five equal annual installments beginning on October 23, 2010.
- (9) On July 30, 2014, the reporting person was granted an option to purchase 20,244 shares of common stock of the Issuer, which vest and become exercisable in four equal annual installments beginning on July 30, 2015.
- (10) On October 23, 2009, the reporting person was granted an option to purchase 35,000 shares of common stock of the Issuer which vest and become exercisable in five equal annual installments beginning on October 23, 2010.

### Remarks:

Senior Vice President, Global Sales & Marketing

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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