

Miyamoto Lance
Form 4
March 11, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Miyamoto Lance

(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)
03/07/2019

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)

SVP, Human Resources

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/07/2019		M		35,000	A	\$ 18.71	81,799 ⁽¹⁾	D
Common Stock	03/07/2019		F		22,140	D	\$ 42.64	59,659 ⁽¹⁾	D
Common Stock	03/07/2019		M		13,540	A	\$ 18.71	73,199 ⁽¹⁾	D
Common Stock	03/07/2019		F		9,114	D	\$ 42.64	64,085 ⁽¹⁾	D
Common Stock	03/07/2019		M		11,690	A	\$ 18.71	75,775 ⁽¹⁾	D

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Common Stock	03/07/2019	F	8,362	D	\$ 42.64	67,413 ⁽¹⁾	D
Common Stock	03/07/2019	M	63,380	A	\$ 12.14	130,793 ⁽¹⁾	D
Common Stock	03/07/2019	F	40,375	D	\$ 42.64	90,418 ⁽¹⁾	D
Common Stock	03/07/2019	S	43,500	D	\$ 42.49 ⁽²⁾	46,918 ⁽¹⁾	D
Common Stock	03/07/2019	S	119	D	\$ 42.55	46,799 ⁽¹⁾	D

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

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SEC 1474
(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 or Number of Shares
Options to purchase Common Stock	\$ 18.71	03/07/2019		M		35,000		<u>(3)</u>	06/25/2023	Common Stock	35,000
Options to purchase Common Stock	\$ 18.71	03/07/2019		M		13,540		09/09/2016	06/25/2023	Common Stock	13,540
Options to purchase Common Stock	\$ 18.71	03/07/2019		M		11,690		<u>(4)</u>	06/25/2023	Common Stock	11,690

Options to purchase Common Stock	\$ 12.14	03/07/2019	M	63,380	(5)	03/14/2021	Common Stock	63,380
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Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Miyamoto Lance C/O CATALENT, INC. 14 SCHOOLHOUSE ROAD SOMERSET, NJ 08873	SVP, Human Resources

Signatures

/s/ Jose Ibiatorremendia, attorney-in-fact	03/11/2019
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**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) Includes restricted stock units.

Volume-weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.40 to \$42.76, 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 range set forth in this footnote.

(3) On June 25, 2013, the reporting person was granted an option to purchase 35,000 shares of common stock of the Issuer, which vested and became exercisable in five equal annual installments beginning on June 30, 2014.

(4) On June 25, 2013, the reporting person was granted an option to purchase 11,690 shares of common stock of the Issuer, which vested and became exercisable in five equal annual installments based on satisfaction of certain performance-based vesting criteria for each of the fiscal years ending June 30, 2014 through June 30, 2018.

(5) On March 14, 2011, the reporting person was granted an option to purchase common stock of the Issuer, which option began to vest and become exercisable upon the passage of time and, in certain cases, the satisfaction of performance criteria beginning March 14, 2012.

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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