

Catalent, Inc.  
Form 8-K  
October 31, 2016

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

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FORM 8-K

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CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of report (Date of earliest event reported): October 25, 2016

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CATALENT, INC.  
(Exact Name of Registrant as Specified in Charter)

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Delaware                      001-36587      20-8737688  
(State or Other Jurisdiction   (Commission   (IRS Employer  
of Incorporation)              File Number)   Identification No.)

14 Schoolhouse Road                      08873  
Somerset, New Jersey  
(Address of Principal Executive Offices)   (Zip Code)  
(732) 537-6200  
(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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“Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

“Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

“Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

“Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

On October 25, 2016, Catalent, Inc. (the “Company”) held its 2016 annual meeting of shareholders. At the annual meeting, shareholders voted on the matters disclosed in the Company’s definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on September 14, 2016 (the “Proxy Statement”). The final voting results for the matters submitted to a vote of shareholders were as follows:

Proposal No. 1 – Election of Directors

At the annual meeting, the Company’s shareholders elected the persons listed below as Class II directors for a three-year term expiring at the Company’s 2019 annual meeting of shareholders or until their respective successors are duly elected and qualified:

|                   | Votes Cast<br>For | Votes<br>Withheld | Broker<br>Non-Votes |
|-------------------|-------------------|-------------------|---------------------|
| Melvin D. Booth   | 87,877,808        | 29,929,926        | 969,478             |
| J. Martin Carroll | 97,737,679        | 20,070,055        | 969,478             |
| James Quella      | 78,628,072        | 39,179,662        | 969,478             |

Proposal No. 2 – Ratification of Independent Registered Public Accounting Firm

The Company’s shareholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for fiscal 2017.

| Votes Cast<br>For | Votes Cast<br>Against | Abstentions | Broker<br>Non-Votes |
|-------------------|-----------------------|-------------|---------------------|
| 118,236,589       | 429,999               | 110,624     | N/A                 |

Proposal No. 3 – Non-Binding Vote on Executive Compensation

The Company's shareholders approved, in a non-binding advisory vote, the compensation paid to the Company's named executive officers as disclosed in the Proxy Statement.

| Votes Cast<br>For | Votes Cast<br>Against | Abstentions | Broker<br>Non-Votes |
|-------------------|-----------------------|-------------|---------------------|
| 116,992,579       | 700,662               | 114,493     | 969,478             |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CATALENT, INC.

Date: October 31, 2016 By: /s/ STEVEN FASMAN  
Name: Steven Fasman  
Title: Senior Vice President and General Counsel