

Miyamoto Lance
Form 4
August 28, 2017

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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(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)
08/24/2017

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	08/24/2017		A ⁽¹⁾		10,960	A	\$ 0
							37,401 ⁽²⁾
Common Stock	08/24/2017		F		3,604	D	\$ 35.21
							33,797 ⁽²⁾

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)	8. De Se (In
				Code	V	(A)	(D)	
Options to purchase Common Stock	\$ 18.71	08/24/2017		A ⁽³⁾	2,338	⁽⁴⁾ 06/25/2023	Common Stock	2,338

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 08/28/2017

__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) Received upon the achievement of the fiscal 2015-17 performance-based vesting criteria set forth in certain performance share units held by the reporting person.
- (2) Includes restricted stock units.
- (3) Received upon the satisfaction of the performance-based vesting criteria set forth in certain options held by the reporting person.
- On June 25, 2013, the reporting person was granted options to purchase 11,690 shares of common stock of the Issuer which vest and
- (4) become 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.

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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