

Miyamoto Lance  
Form 4  
August 31, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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response... 0.5

(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)  
08/29/2017

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)
Common Stock	08/29/2017		M <sup>(1)</sup>	27,138 A	\$ 12.14	60,935 <sup>(2)</sup>	D
Common Stock	08/29/2017		F	15,642 D	\$ 38.22	45,293 <sup>(2)</sup>	D
Common Stock	08/29/2017		M <sup>(1)</sup>	12,000 A	\$ 12.14	57,293 <sup>(2)</sup>	D
Common Stock	08/29/2017		F	7,700 D	\$ 38.22	49,593 <sup>(2)</sup>	D
Common Stock	08/29/2017		S <sup>(1)</sup>	8,512 D	\$ 38.22	41,081 <sup>(2)</sup>	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 or Number of Shares
Options to purchase Common Stock	\$ 12.14	08/29/2017		M <sup>(1)</sup>		27,138		09/09/2016	03/14/2021	Common Stock	27,138
Options to purchase Common Stock	\$ 12.14	08/29/2017		M <sup>(1)</sup>		12,000		<sup>(3)</sup>	03/14/2021	Common Stock	12,000

## 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 Ibietaorremendia,  
attorney-in-fact

08/31/2017

\_\_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 in order to implement a plan of financial diversification.
- (2) Includes restricted stock units.
- (3) On March 14, 2011, the reporting person was granted options to purchase common stock of the Issuer, which options 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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