GREENWOOD DAVID

Form 4

November 28, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

0.5

Expires: January 31, 2005

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES

4 or

Filed pursuant to Section 16(a) of the Securities Exchange Act o

Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

11/27/2018

Stock

1. Name and Address of Reporting Person * GREENWOOD DAVID			2. Issuer Name and Ticker or Trading Symbol Corium International, Inc. [CORI]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) (M JM INTERNATION CONSTITUTION		3. Date of (Month/Da 11/27/20	•	ansaction			_X_ Director Officer (give below)	10%	Owner er (specify	
MENLO PA	(Street) ARK, CA 94025			ndment, Da th/Day/Year)	Č			6. Individual or Jo Applicable Line) _X_ Form filed by Form filed by Person	•	erson	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Acq	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution		3. Transaction Code (Instr. 8)	4. Securi on(A) or Di (D) (Instr. 3,	ispose	d of 5) Price	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	11/07/0010			D(1)	• • • •	_	\$	0	-		

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

 $D_{-}^{(1)}$

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SEC 1474

(9-02)

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3.000

D

12.5 0

(1)

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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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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 C S (1
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Director Stock Option (Right to Buy)	\$ 4.141	11/27/2018		D <u>(1)</u>	24,752	(2)	01/26/2024	Common Stock	24,752	\$
Director Stock Option (Right to Buy)	\$ 4.141	11/27/2018		D <u>(1)</u>	32,178	<u>(2)</u>	01/26/2024	Common Stock	32,178	\$
Director Stock Option (Right to Buy)	\$ 2.222	11/27/2018		D <u>(1)</u>	27,502	<u>(2)</u>	02/27/2023	Common Stock	27,502	\$
Director Stock Option (Right to Buy)	\$ 2.222	11/27/2018		D <u>(1)</u>	34,203	(2)	02/27/2023	Common Stock	34,203	\$
Director Stock Option (Right to Buy)	\$ 2.222	11/27/2018		D <u>(1)</u>	75,804	(2)	02/27/2023	Common Stock	75,804	\$
Director Stock Option (Right to Buy)	\$ 7.85	11/27/2018		D <u>(1)</u>	50,000	(2)	07/02/2024	Common Stock	50,000	\$
Director Stock Option (Right to Buy)	\$ 7.19	11/27/2018		D(1)	12,000	(2)	12/17/2025	Common Stock	12,000	\$
3 /	\$ 4.59	11/27/2018		D(1)	15,000	(2)	12/21/2026		15,000	\$

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Director Stock Option (Right to Buy)							Common Stock	
Director Stock Option (Right to	\$ 11.59	11/27/2018	D <u>(1)</u>	15,000	(2)	11/30/2027	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GREENWOOD DAVID
C/O CORIUM INTERNATIONAL, INC.
235 CONSTITUTION DRIVE
MENLO PARK, CA 94025

Signatures

/s/Christina Dickerson, Attorney-in-Fact

11/28/2018

**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).

Pursuant to the Agreement and Plan of Merger, dated as of October 11, 2018 (the "Merger Agreement"), between Corium International, Inc. (the "Company"), Gurnet Holding Company ("Parent") and Gurnet Merger Sub, Inc., a wholly-owned subsidiary of Parent ("Merger Sub"), Merger Sub was merged with and into the Company, with the Company continuing as the surviving corporation and a

- (1) wholly-owned subsidiary of Parent (the "Merger"). Pursuant to the Merger Agreement, at the effective time of the Merger, each issued and outstanding share of common stock, par value \$0.001 per share, of the Company (each, a "Share") was converted into the right to receive (i) \$12.50 per Share in cash, plus (ii) one non-transferable contingent value right per Share, which represents the contractual right to receive \$0.50 per Share in cash (a "CVR").
- Pursuant to the Merger Agreement, at the effective time of the Merger, each option to purchase Shares that was vested and outstanding was cancelled and converted into the right to receive (i) an amount in cash equal to the product of (x) the number of vested Shares issuable under such option multiplied by (y) the excess of (A) \$12.50 over (B) the per share exercise price of such option, plus (ii) one CVR for each Share issuable under such option. This option is fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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