

Catalent, Inc.  
Form 8-K  
September 29, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): September 29, 2017 (September 26, 2017)**

**CATALENT, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of Incorporation)**

**14 Schoolhouse Road**

**001-36587**  
**(Commission**

**File Number)**

**20-8737688**  
**(IRS Employer**

**Identification Number)**

**08873**

**Somerset, New Jersey**

**(Address of registrant's principal executive office)**

**(Zip code)**

**(732) 537-6200**

**(Registrant's telephone number, including area code)**

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 (*see* General Instruction A.2. below):

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 1.01 Entry into a Material Definitive Agreement.**

On September 26, 2016, Catalent, Inc. (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) by and among the Company and Morgan Stanley & Co. LLC, J.P. Morgan Securities LLC and RBC Capital Markets, LLC, as representatives of the several underwriters named in Schedule I thereto (collectively, the Underwriters), relating to an underwritten offering (the Offering) of 7,354,250 shares (the Shares) of the Company's common stock, par value \$0.01 per share, which includes the exercise in full by the Underwriters of their option to purchase up to 959,250 additional shares of Common Stock, pursuant to the Company's Registration Statement on Form S-3 (File No. 333-211872), filed on June 6, 2016, as supplemented by the prospectus supplement dated September 26, 2017. Pursuant to the Underwriting Agreement, the Underwriters purchased the Shares at a price of \$37.87 per share in a transaction that was completed on September 29, 2017.

The description of the Underwriting Agreement is qualified in its entirety by the terms of such agreement, which is incorporated herein by reference and attached to this report as Exhibit 1.1.

A copy of the opinion of Fried, Frank, Harris, Shriver & Jacobson LLP relating to the validity of the issuance and sale of shares of the Company's common stock pursuant to the underwriting agreement is also filed herewith as Exhibit 5.1. The underwriting agreement and the opinion filed herewith are incorporated by reference into the above referenced registration statement on Form S-3.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

No.	Description
1.1	Underwriting Agreement, dated September 26, 2017, between the Company, Morgan Stanley & Co. LLC, J.P. Morgan Securities LLC and RBC Capital Markets, LLC, as representatives of the several underwriters named in Schedule I thereto.
5.1	Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP relating to the Common Stock.

**EXHIBIT LIST**

**Exhibit**

<b>No.</b>	<b>Description</b>
1.1	<u>Underwriting Agreement, dated September 26, 2017, between the Company, Morgan Stanley &amp; Co. LLC, J.P. Morgan Securities LLC and RBC Capital Markets, LLC, as representatives of the several underwriters named in Schedule I thereto.</u>
5.1	<u>Opinion of Fried, Frank, Harris, Shriver &amp; Jacobson LLP relating to the Common Stock.</u>

**SIGNATURE**

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.

(Registrant)

By: /s/ STEVEN L. FASMAN  
Steven L. Fasman

Senior Vice President, General Counsel  
and Secretary

Date: September 29, 2017