

Catalent, Inc.
 Form 4
 September 04, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Johnson Sharon

(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)
 09/02/2015

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)

See Remarks

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase common stock	\$ 18.57	09/02/2015			A		784		06/30/2013 ⁽¹⁾	06/30/2022	Common Stock	784
Options to purchase common stock	\$ 18.71	09/02/2015			A		5,824		06/25/2014 ⁽²⁾	06/25/2023	Common Stock	5,824

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Sharon C/O CATALENT, INC. 14 SCHOOLHOUSE ROAD SOMERSET, NJ 08873				See Remarks

Signatures

/s/Christine Caputo, by power of attorney
09/04/2015

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) On June 30, 2012, the reporting person was granted an option to purchase 3,920 shares of common stock of the Issuer which vest and become exercisable in five equal annual installments based on satisfaction of certain performance criteria for each of the fiscal years ending 2013, 2014, 2015, 2016 and 2017. The performance criteria for 2013, 2014 and 2015 were met, resulting in vesting of the option as to 2,352 shares in the aggregate.

(2) On June 25, 2013, the reporting person was granted an option to purchase 29,120 shares of common stock of the Issuer which vest and become exercisable in five equal annual installments based on satisfaction of certain performance criteria for each of the fiscal years ending 2014, 2015, 2016, 2017 and 2018. The performance criteria for 2014 and 2015 were met, resulting in vesting of the option as to 11,648 shares in the aggregate. On February 13, 2014, the reporting person exercised 2,862 options of such vesting as reported on the Statement of Changes in Beneficial Ownership on Form 4, filed with the Securities and Exchange Commission on February 19, 2015.

(3)

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The Statement of Changes in Beneficial Ownership on Form 4, filed with the Securities and Exchange Commission on February 19, 2015, incorrectly stated that the number of derivative securities beneficially owned by the reporting person following the transaction that occurred on February 13, 2015 was 26,258, which included the portion of the option that had not vested. The correct number of derivative securities beneficially owned by the reporting person following the February 13, 2015 transaction and this transaction is 8,786 in the aggregate.

Remarks:

Senior Vice President - Quality, Product Development & Regulatory Affairs

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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