

Gennadios Aristippos
 Form 4
 March 25, 2019

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 *
 Gennadios Aristippos

2. Issuer Name and Ticker or Trading Symbol
 Catalent, Inc. [CTLT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/21/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

C/O CATALENT, INC., 14
 SCHOOLHOUSE ROAD

President, Softgel Tech.

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SOMERSET, NJ 08873

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	03/21/2019		M ⁽¹⁾		13,528	\$ 10.71	A 44,862 ⁽²⁾ D
Common Stock	03/21/2019		F		5,794	\$ 42.17	D 39,068 ⁽²⁾ D
Common Stock	03/21/2019		F		950	\$ 42.16	D 38,118 ⁽²⁾ D
Common Stock	03/21/2019		S ⁽¹⁾		3,326	\$ 42.17 ⁽³⁾	D 34,792 ⁽²⁾ D
Common Stock	03/21/2019		S ⁽¹⁾		66	\$ 42.91	D 34,726 ⁽²⁾ 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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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 (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)
Options to purchase Common Stock	\$ 10.71	03/21/2019		M ⁽¹⁾	13,528	09/09/2016 ⁽⁴⁾ 10/23/2019	Common Stock 13,528

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gennadios Aristippos C/O CATALENT, INC. 14 SCHOOLHOUSE ROAD SOMERSET, NJ 08873			President, Softgel Tech.	

Signatures

/s/ Stephanie L. Mariconda,
attorney-in-fact
03/25/2019

__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) Volume-weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.84 to \$42.60, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange

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Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (4) On October 23, 2009, the reporting person was granted options to purchase 23,240 shares of common stock of the Issuer, which partially vested and became exercisable based on satisfaction of certain performance-based vesting criteria on September 9, 2016. (S1116, S1159)

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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