

Catalent, Inc.
Form SC 13G/A
January 19, 2016

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Catalent, Inc.
(Name of Issuer)
Common Stock
(Title of Class of Securities)
148806102
(CUSIP Number)
December 31, 2015
(Date of Event which Requires filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

Genstar IV GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES **0**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **2,862,691**
EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**
8 SHARED DISPOSITIVE POWER

WITH

2,862,691

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 **2,862,691**
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 **Not Applicable**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **2.3%**
TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

Genstar Capital IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES **0**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **2,862,691**
EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**
8 SHARED DISPOSITIVE POWER

WITH

2,862,691
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,862,691
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 **Not Applicable**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **2.3%**
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Genstar Capital Partners IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES **0**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **2,862,691**
EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**
8 SHARED DISPOSITIVE POWER

WITH

2,862,691

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,862,691

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 **Not Applicable**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **2.3%**
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Genstar Phoenix Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES **0**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **2,862,691**
EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**
8 SHARED DISPOSITIVE POWER

WITH

2,862,691

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 **2,862,691**
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 **Not Applicable**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **2.3%**
TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

Jean-Pierre L. Conte

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

U.S.

5 SOLE VOTING POWER

NUMBER OF

SHARES **0**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **2,862,691**
EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**
8 SHARED DISPOSITIVE POWER

WITH

2,862,691

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,862,691

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 **Not Applicable**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **2.3%**
TYPE OF REPORTING PERSON

IN

1 NAMES OF REPORTING PERSONS

Robert Weltman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

U.S.

5 SOLE VOTING POWER

NUMBER OF

SHARES **0**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **2,862,691**
EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**
8 SHARED DISPOSITIVE POWER

WITH

2,862,691

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,862,691

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 **Not Applicable**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **2.3%**
TYPE OF REPORTING PERSON

IN

ITEM 1. (a) Name of Issuer:

Catalent, Inc.

(b) Address of Issuer's Principal Executive Offices:

14 Schoolhouse Road

Somerset, New Jersey 08873

ITEM 2. (a) Name of Person Filing:

Genstar IV GP LLC

Genstar Capital IV, L.P.

Genstar Capital Partners IV, L.P.

Genstar Phoenix Holdings, LLC

Jean-Pierre L. Conte

Robert Weltman

(b) Address or Principal Business Office:

c/o Genstar Capital, L.P.

Four Embarcadero Center, Suite 1900

San Francisco, CA 94111

(c) Citizenship of each Reporting Person is:

Genstar IV GP LLC and Genstar Phoenix Holdings, LLC are Delaware limited liability companies.

Genstar Capital IV, L.P. and Genstar Capital Partners IV, L.P. are Delaware limited partnerships.

Mr. Conte and Mr. Weltman are U.S. citizens.

(d) Title of Class of Securities:

Common stock, no par value per share (Common Stock)

(e) CUSIP Number:

148806102

ITEM 3.

Not applicable.

ITEM 4. Ownership

Ownership (a-c)

The information regarding ownership as set for the in Items 5-9 of pages 2-6 hereto is hereby incorporated by reference.

Genstar Phoenix Holdings, LLC directly holds 2,862,691 shares of Common Stock. Genstar Capital Partners IV, L.P. is the Manager of Genstar Phoenix Holdings, LLC. The sole general partner of Genstar Capital Partners IV, L.P. is Genstar Capital IV, L.P. The sole general partner of Genstar Capital IV, L.P. is Genstar IV GP LLC. The members of Genstar IV GP LLC are Jean-Pierre L. Conte and Robert Weltman. Each of Genstar Capital Partners IV, L.P., Genstar Capital IV, L.P., Genstar IV GP LLC and Messrs. Conte and Weltman disclaims beneficial ownership of the shares of Common Stock directly held by Genstar Phoenix Holdings, LLC

ITEM 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following x.

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

ITEM 8. Identification and Classification of Members of the Group

Not applicable.

ITEM 9. Notice of Dissolution of Group

Not applicable.

ITEM 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 15, 2016

**GENSTAR PHOENIX HOLDINGS, LLC, a
Delaware limited liability company**

By: Genstar Capital Partners IV, L.P.

Its Manager

By: Genstar Capital IV, L.P.

Its General Partner

By: Genstar IV GP LLC

Its General Partner

By: /s/ Jean-Pierre L. Conte
Jean-Pierre L. Conte, Managing Director

**GENSTAR CAPITAL PARTNERS IV,
L.P., a Delaware limited partnership**

By: Genstar Capital IV, L.P.

Its General Partner

By: Genstar IV GP LLC

Its General Partner

By: /s/ Jean-Pierre L. Conte
Jean-Pierre L. Conte, Managing Director

**GENSTAR CAPITAL IV, L.P., a Delaware
limited partnership**

By: Genstar IV GP LLC

Its General Partner

By: /s/ Jean-Pierre L. Conte
Jean-Pierre L. Conte, Managing Director

GENSTAR IV GP LLC, a Delaware limited liability company

By: /s/ Jean-Pierre L. Conte
Jean-Pierre L. Conte, Managing Director

JEAN-PIERRE L. CONTE

/s/ Jean-Pierre L. Conte
Jean-Pierre L. Conte

ROBERT WELTMAN

/s/ Robert Weltman
Robert Weltman

LIST OF EXHIBITS

| Exhibit No. | Description |
|--------------------|---|
| 99 | Joint Filing Agreement (incorporated by reference to Exhibit 99 to the Schedule 13G filed by the Reporting Persons on February 12, 2015). |