GODDARD PAUL

Form 4

November 28, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GODDARD PAUL**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Corium International, Inc. [CORI]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

X Director 10% Owner Officer (give title Other (specify

C/O CORIUM INTERNATIONAL, INC., 235 CONSTITUTION DRIVE

(Street)

(Month/Day/Year)

11/27/2018

below)

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

(Instr. 8)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

MENLO PARK, CA 94025

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8 **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)					(1
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 5.79	11/27/2018		D <u>(1)</u>	2	20,000	(2)	12/03/2024	Common Stock	20,000 \$
Director Stock Option (Right to Buy)	\$ 7.19	11/27/2018		D <u>(1)</u>		12,000	(2)	12/17/2025	Common Stock	12,000 \$
Director Stock Option (Right to Buy)	\$ 4.59	11/27/2018		D <u>(1)</u>		15,000	(2)	12/21/2026	Common Stock	15,000 \$
Director Stock Option (Right to Buy)	\$ 11.59	11/27/2018		D <u>(1)</u>		15,000	<u>(2)</u>	11/30/2027	Common Stock	15,000 \$

Reporting Owners

Reporting Owner Name / Address	Relationships					
·	Director	10% Owner	Officer	Other		
GODDARD PAUL						
C/O CORIUM INTERNATIONAL, INC.	X					
235 CONSTITUTION DRIVE	Λ					
MENLO PARK, CA 94025						

Signatures

/s/Christina Dickerson, Attorney-in-Fact

rney-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).

Reporting Owners 2

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- 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.