

Gurnet Holding Co
Form 4
November 28, 2018

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gurnet Holding Co

(Last) (First) (Middle)

C/O WAYPOINT
INTERNATIONAL GP LLC, 55
CAMBRIDGE PARKWAY, SUITE
401

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Corium International, Inc. [CORI]

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

11/27/2018

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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

____ Form filed by One Reporting Person
X 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D) Price			
Common Stock	11/27/2018		P ⁽¹⁾		31,578,042	A \$ 12.5	31,578,042 ⁽²⁾	I ⁽²⁾	See footnote ⁽²⁾
Common Stock	11/27/2018		P ⁽⁴⁾		5,051,463 ⁽³⁾	A \$ 12.5	100 ⁽²⁾ ⁽³⁾ ⁽⁴⁾	I ⁽²⁾	See footnote ⁽²⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

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 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gurnet Holding Co C/O WAYPOINT INTERNATIONAL GP LLC 55 CAMBRIDGE PARKWAY, SUITE 401 CAMBRIDGE, MA 02142	X
Gurnet Merger Sub, Inc. C/O WAYPOINT INTERNATIONAL GP LLC 55 CAMBRIDGE PARKWAY, SUITE 401 CAMBRIDGE, MA 02142	X
Gurnet Point, L.P. C/O WAYPOINT INTERNATIONAL GP LLC 55 CAMBRIDGE PARKWAY, SUITE 401 CAMBRIDGE, MA 02142	X
Waypoint International GP LLC C/O WAYPOINT INTERNATIONAL GP LLC 55 CAMBRIDGE PARKWAY, SUITE 401 CAMBRIDGE, MA 02142	X

Signatures

See Exhibit 99.2 for
signatures 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).

(1) Shares of Common Stock, par value \$0.001 per share (the "Shares"), of the Issuer acquired pursuant to the tender offer effected pursuant to the Agreement and Plan of Merger, dated as of October 11, 2018 (the "Merger Agreement"), by and among Gurnet Holding Company ("Parent"), Gurnet Merger Sub, Inc., a direct wholly owned subsidiary of Parent ("Merger Sub"), and the Issuer (such tender offer, the "Offer").

(2) Directly held by Merger Sub. Merger Sub is a direct wholly owned subsidiary of Parent. Parent is a direct wholly-owned subsidiary of Gurnet Point L.P. and Waypoint International GP LLC ("Waypoint") is the general partner of Gurnet Point L.P. Each of Waypoint, Gurnet Point L.P. and Parent may be deemed to have indirect beneficial ownership of the shares held by Merger Sub.

(3) Reflects all of the outstanding shares of the Issuer not tendered in the Offer, which may be deemed to have been acquired by Waypoint, Gurnet Point L.P., Parent and Merger Sub pursuant to the consummation of the transactions contemplated by the Merger Agreement.

(4) Effective on November 27, 2018, Merger Sub was merged with and into the Issuer, with the Issuer surviving the Merger as a direct wholly owned subsidiary of Parent (the "Merger"). As a result of the Merger, all of the outstanding Shares (other than those owned by Parent or Merger Sub) were cancelled and converted into the right to receive the merger consideration under the Merger Agreement. Following and as a result of the Merger, Parent owned 100 shares of common stock of the Issuer, which represents all of the outstanding shares of common stock of the Issuer.

Remarks:

Exhibit 99.1 (Joint Filer Information) and Exhibit 99.2 (Joint Filer Signatures) are incorporated herein by reference.

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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