

Gurnet Holding Co
Form 4
November 28, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Gurnet Holding Co

2. Issuer Name and Ticker or Trading Symbol
Corium International, Inc. [CORI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/27/2018

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

(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
X Form filed by More than One Reporting Person

CAMBRIDGE, MA 02142

(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	(A) or (D)	Price
Common Stock	11/27/2018		P ⁽¹⁾		31,578,042	A	\$ 12.5
					31,578,042	I	(2)
Common Stock	11/27/2018		P ⁽⁴⁾		5,051,463	A	\$ 12.5
					100	(2) (3) (4)	(2) (3) (4)

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

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SEC 1474 (9-02)

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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. Number of Derivative Securities Owned Beneficially (Instr. 5)
				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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