

Gurnet Holding Co  
Form 4  
November 28, 2018

**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 \*  
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 <sup>(1)</sup>               |   | 31,578,042  | A  | \$ 12.5                                    |
|                                 |                                      |  |                                |   | 31,578,042  | I  | (2)  |
| Common Stock                    | 11/27/2018                           |  | P <sup>(4)</sup>               |   | 5,051,463   | A  | \$ 12.5                                    |
|                                 |                                      |  |                                |   | 100   | (2) (3) (4)  | (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. 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<br>C/O WAYPOINT INTERNATIONAL GP LLC<br>55 CAMBRIDGE PARKWAY, SUITE 401<br>CAMBRIDGE, MA 02142             |               | X         |         |       |
| Gurnet Merger Sub, Inc.<br>C/O WAYPOINT INTERNATIONAL GP LLC<br>55 CAMBRIDGE PARKWAY, SUITE 401<br>CAMBRIDGE, MA 02142       |               | X         |         |       |
| Gurnet Point, L.P.<br>C/O WAYPOINT INTERNATIONAL GP LLC<br>55 CAMBRIDGE PARKWAY, SUITE 401<br>CAMBRIDGE, MA 02142            |               | X         |         |       |
| Waypoint International GP LLC<br>C/O WAYPOINT INTERNATIONAL GP LLC<br>55 CAMBRIDGE PARKWAY, SUITE 401<br>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.

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.