

Gurnet Holding Co
 Form 3/A
 October 22, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Gurnet Holding Co</p> <p>(Last) (First) (Middle)</p> <p>C/O WAYPOINT INTERNATIONAL GP LLC,Â 55 CAMBRIDGE PARKWAY, SUITE 401</p> <p>(Street)</p> <p>CAMBRIDGE,Â MAÂ 02142</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/11/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Corium International, Inc. [CORI]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer ____ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>10/22/2018</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common Stock, par value \$0.001 per share | 0 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | I | N/A <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|---------------------|----------------------------------|------------------------------------|---|
|---------------------|--------------------|---------------------|----------------------------------|------------------------------------|---|

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

/s/ James B. Singleton 10/22/2018

 **Signature of Date
 Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Gurnet Holding Company ("Parent") and its direct wholly owned subsidiary, Gurnet Merger Sub, Inc. ("Merger Sub"), entered into an Agreement and Plan of Merger, dated as of October 11, 2018 (the "Merger Agreement"), with Corium International, Inc. ("Corium"), pursuant to which Merger Sub will commence a tender offer (the "Offer") to purchase all of the issued and outstanding shares of

- (1) Common Stock, par value \$0.001 per share, of Corium (the "Shares"), at a purchase price of \$12.50 per Share in cash, plus one non-transferable contingent value right for each share, which represents the contractual right to receive \$0.50 per Share following approval by the FDA of the New Drug Application for Corplex Donepezil, as described in and under the terms of the Contingent Value Rights Agreement (as described in the Merger Agreement), without interest. (Continued in Footnote 2)
- (2) Upon successful completion of the Offer, and subject to the terms and conditions of the Merger Agreement, Merger Sub will be merged with and into Corium with Corium surviving the Merger and becoming a wholly-owned subsidiary of Parent (the "Merger"). In connection with the Merger Agreement, Parent and Merger Sub entered into a tender and support agreement, dated as of October 11, 2018 (the "Tender and Support Agreement"), with Essex Woodlands Health Ventures Fund VII, L.P., who agreed, subject to certain limited specified exceptions, to tender into the Offer, and not withdraw, all Shares owned of record or beneficially owned or acquired by them after such date (the "Subject Shares"), to vote the Subject Shares in favor of the Merger and vote against alternative acquisition

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proposals to the Merger and to refrain from disposing of the Subject Shares. (Continued in Footnote 3)

- (3) As of the date hereof, the Subject Shares include 9,353,304 Shares beneficially owned by Essex Woodlands Health Ventures Fund VII, L.P.
- As Merger Sub is a direct wholly-owned subsidiary of Parent, and because Parent and Merger Sub executed the Tender and Support Agreement, and as a result of Parent being a direct wholly-owned subsidiary Gurnet Point L.P. ("Gurnet Point") and Waypoint International GP LLC being the general partner of Gurnet Point ("Waypoint"), each of Parent, Merger Sub, Gurnet Point and Waypoint (collectively, the "Reporting Persons") may be deemed to have acquired beneficial ownership over the Subject Shares for the purpose of determining its status as a ten percent holder thereof. However, as none of the Reporting Persons have any pecuniary interest in the Subject Shares, beneficial ownership over the Subject Shares is expressly disclaimed for reporting purposes.
- (4)

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Remarks:

Exhibit 99.1 (Joint Filer Information) is incorporated herein by reference. This amendment is being filed

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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