

Corium International, Inc.

Form 4

April 08, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
**ESSEX WOODLANDS HEALTH
VENTURES FUND VII LP**

(Last) (First) (Middle)

**C/O ESSEX WOODLANDS
HEALTH VENTURES, 335
BRYANT STREET, THIRD
FLOOR**

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

Corium International, Inc. [CORI]

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

04/08/2014

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)
X Form filed by One Reporting Person
____ 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)
Common Stock	04/08/2014		C	679,115	A <u>(1)</u> 679,115	D	
Common Stock	04/08/2014		C	2,028,309	A <u>(1)</u> 2,704,424	D	
Common Stock	04/08/2014		X	397,718	A <u>(3)</u> 3,105,142	D	
Common Stock	04/08/2014		X	26,385	A <u>(3)</u> 3,131,527	D	
	04/08/2014		X	214,149	A <u>(3)</u> 3,345,676	D	

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Common Stock							
Common Stock	04/08/2014	X	1,114	A	(3)	3,346,790	D
Common Stock	04/08/2014	X	218,279	A	(3)	3,565,069	D
Common Stock	04/08/2014	X	794	A	(4)	3,565,863	D
Common Stock	04/08/2014	X	397	A	(4)	3,566,260	D
Common Stock	04/08/2014	C	3,387,146	A	(5)	6,953,406	D
Common Stock	04/08/2014	C	1,999,898	A	(5)	8,953,304	D
Common Stock	04/08/2014	P	400,000	A	\$ 8	9,353,304	D

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

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SEC 1474
(9-02)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Series B Convertible Preferred Stock	(1)	04/08/2014		C	6,859,066	(1) (1)	Common Stock
Series C Convertible Preferred Stock	(1)	04/08/2014		C	20,485,926	(1) (1)	Common Stock
Warrant to Purchase Common	(3)	04/08/2014		X	397,718	(3) 08/02/2017	Common Stock

Stock

Warrant to
Purchase
Common
Stock(3)

04/08/2014

X

26,385

(3)

08/02/2017

Common
Stock

2

Warrant to
Purchase
Common
Stock(3)

04/08/2014

X

214,149

(3)

08/02/2017

Common
Stock

2

Warrant to
Purchase
Common
Stock(3)

04/08/2014

X

1,114

(3)

08/02/2017

Common
StockWarrant to
Purchase
Common
Stock(3)

04/08/2014

X

218,279

(3)

08/02/2017

Common
Stock

2

Warrant to
Purchase
Series C
Convertible
Preferred
Stock(4)

04/08/2014

X

109,015

(4)

07/02/2020

Common
Stock

4

Warrant to
Purchase
Series C
Convertible
Preferred
Stock(4)

04/08/2014

X

54,507

(4)

12/29/2020

Common
Stock

3

Convertible
Promissory
Notes(5)

04/08/2014

C

3,387,146

(5)

07/01/2017

Common
Stock

3,

Convertible
Promissory
Notes(5)

04/08/2014

C

1,999,898

(5)

07/01/2017

Common
Stock

1,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESSEX WOODLANDS HEALTH VENTURES FUND VII LP C/O ESSEX WOODLANDS HEALTH VENTURES 335 BRYANT STREET, THIRD FLOOR PALO ALTO, CA 94301		X		

Signatures

/s/Lowell Segal,
Attorney-in-fact

04/08/2014

__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) The shares of Series B Convertible Preferred Stock and Series C Convertible Preferred Stock automatically converted into Common Stock in connection with the Issuer's initial public offering and had no expiration date.
- (2) The number of shares reflects a 10.1-for-1 reverse stock split of all outstanding shares of Common Stock effected on March 21, 2014.
- (3) The warrants were automatically net exercised in connection with the Issuer's initial public offering at an exercise price of \$2.12100 per share.
- (4) The warrants were automatically net exercised in connection with the Issuer's initial public offering at an exercise price of \$7.41140 per share.
- (5) The principal amount and accrued interest automatically converted into the specified number of shares of Common Stock in connection with the Issuer's initial public offering.

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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