

Corium International, Inc.
 Form 4
 April 08, 2014

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 *
 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/08/2014 | | C | | 679,115 | A | (1) 679,115 |
| Common Stock | 04/08/2014 | | C | | 2,028,309 | A | (1) 2,704,424 |
| Common Stock | 04/08/2014 | | X | | 397,718 | A | (3) 3,105,142 |
| Common Stock | 04/08/2014 | | X | | 26,385 | A | (3) 3,131,527 |
| | 04/08/2014 | | X | | 214,149 | A | (3) 3,345,676 |

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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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 6 |
| Series C Convertible Preferred Stock | (1) | 04/08/2014 | | C | 20,485,926 | (1) (1) | Common Stock 2, |
| Warrant to Purchase Common | (3) | 04/08/2014 | | X | 397,718 | (3) 08/02/2017 | Common Stock 3 |

Stock

Warrant to
Purchase
Common
Stock

(3) 04/08/2014 X 26,385 (3) 08/02/2017 Common Stock

Warrant to
Purchase
Common
Stock

(3) 04/08/2014 X 214,149 (3) 08/02/2017 Common Stock

Warrant to
Purchase
Common
Stock

(3) 04/08/2014 X 1,114 (3) 08/02/2017 Common Stock

Warrant to
Purchase
Common
Stock

(3) 04/08/2014 X 218,279 (3) 08/02/2017 Common Stock

Warrant to
Purchase
Series C
Convertible
Preferred
Stock

(4) 04/08/2014 X 109,015 (4) 07/02/2020 Common Stock

Warrant to
Purchase
Series C
Convertible
Preferred
Stock

(4) 04/08/2014 X 54,507 (4) 12/29/2020 Common Stock

Convertible
Promissory
Notes

(5) 04/08/2014 C 3,387,146 (5) 07/01/2017 Common Stock

Convertible
Promissory
Notes

(5) 04/08/2014 C 1,999,898 (5) 07/01/2017 Common Stock

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. 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.