

Corium International, Inc.
 Form 3
 April 02, 2014

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 Eastman Ronald W</p> <p>(Last) (First) (Middle)</p> <p>C/O ESSEX WOODLANDS HEALTH VENTURES,Â 335 BRYANT STREET, THIRD FLOOR</p> <p>(Street)</p> <p>PALO ALTO,Â CAÂ 94301</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/02/2014</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><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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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)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p>	<p>4. Conversion or Exercise Price of Derivative</p>	<p>5. Ownership Form of Derivative Security:</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series B Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	679,115 <u>(2)</u>	\$ <u>(1)</u>	I	See footnote <u>(3)</u>
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	2,028,309 <u>(2)</u>	\$ <u>(1)</u>	I	See footnote <u>(3)</u>
Warrant to Purchase Common Stock	Â <u>(4)</u>	08/02/2017	Common Stock	541,206	\$ 2.121	I	See footnote <u>(3)</u>
Warrant to Purchase Common Stock	Â <u>(4)</u>	08/02/2017	Common Stock	35,905	\$ 2.121	I	See footnote <u>(3)</u>
Warrant to Purchase Common Stock	Â <u>(4)</u>	08/02/2017	Common Stock	291,410	\$ 2.121	I	See footnote <u>(3)</u>
Warrant to Purchase Common Stock	Â <u>(4)</u>	08/02/2017	Common Stock	1,516	\$ 2.121	I	See footnote <u>(3)</u>
Warrant to Purchase Common Stock	Â <u>(4)</u>	08/02/2017	Common Stock	297,029	\$ 2.121	I	See footnote <u>(3)</u>
Warrant to Purchase Series C Convertible Preferred Stock	Â <u>(4)</u>	07/02/2020	Series C Convertible Preferred Stock <u>(5)</u>	109,015 <u>(5)</u>	\$ 0.7338 <u>(6)</u>	I	See footnote <u>(3)</u>
Warrant to Purchase Series C Convertible Preferred Stock	Â <u>(4)</u>	12/29/2020	Series C Convertible Preferred Stock <u>(5)</u>	54,507 <u>(5)</u>	\$ 0.7338 <u>(6)</u>	I	See footnote <u>(3)</u>
Convertible Promissory Note	Â <u>(7)</u>	07/01/2017	Common Stock	3,387,146 <u>(2)</u>	\$ <u>(7)</u>	I	See footnote <u>(3)</u>
Convertible Promissory Note	Â <u>(7)</u>	07/01/2017	Common Stock	1,999,898 <u>(2)</u>	\$ <u>(7)</u>	I	See footnote <u>(3)</u>

Reporting Owners

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

Signatures

/s/Lowell Segal,
Attorney-in-Fact

04/02/2014

__Signature of Reporting Person

Date

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).
The shares of Series B Convertible Preferred Stock and Series C Convertible Preferred Stock have no expiration date and are convertible
- (1) at any time at the election of the holder and will automatically convert into shares of Common Stock in connection with the Issuer's initial public offering.
- (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 securities are held of record by Essex Woodlands Health Ventures Fund VII, L.P. (the "Fund"). The Reporting Person may be deemed to share voting and investment power over securities held by the Fund.
- (4) The warrants may be exercised at any time at the election of the holder and will automatically net exercise in connection with the Issuer's initial public offering.
Upon conversion of the Series C Convertible Preferred Stock into Common Stock in connection with the Issuer's initial public offering,
- (5) the underlying shares will be subject to a 10.1-for-1 reverse stock split of all outstanding shares of Common Stock effected on March 21, 2014.
Upon conversion of the Series C Convertible Preferred Stock into Common Stock in connection with the Issuer's initial public offering,
- (6) the exercise price will be adjusted to reflect a 10.1-for-1 reverse stock split of all outstanding shares of Common Stock effected on March 21, 2014.
- (7) The principal amount and accrued interest will automatically convert into the specified number of shares of Common Stock in connection with the Issuer's initial public offering.

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Remarks:

ExhibitÂ ListÂ -Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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