

Corium International, Inc.
 Form 3
 April 02, 2014

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)

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

2. Date of Event Requiring Statement
 (Month/Day/Year)
 04/02/2014

3. Issuer Name and Ticker or Trading Symbol
 Corium International, Inc. [CORI]

(Last) (First) (Middle)

4. Relationship of Reporting Person(s) to Issuer

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

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

(Check all applicable)

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

(Street)

PALO ALTO, CA 94301

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)

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

SEC 1473 (7-02)

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.

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

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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) | (Instr. 5) |
|--|------------------|-----------------|--|----------------------------|------------------------------|--|------------|
| Series B Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 679,115 (2) | \$ (1) | D | Â |
| Series C Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 2,028,309 (2) | \$ (1) | D | Â |
| Warrant to Purchase Common Stock | Â (3) | 08/02/2017 | Common Stock | 541,206 | \$ 2.121 | D | Â |
| Warrant to Purchase Common Stock | Â (3) | 08/02/2017 | Common Stock | 35,905 | \$ 2.121 | D | Â |
| Warrant to Purchase Common Stock | Â (3) | 08/02/2017 | Common Stock | 291,410 | \$ 2.121 | D | Â |
| Warrant to Purchase Common Stock | Â (3) | 08/02/2017 | Common Stock | 1,516 | \$ 2.121 | D | Â |
| Warrant to Purchase Common Stock | Â (3) | 08/02/2017 | Common Stock | 297,029 | \$ 2.121 | D | Â |
| Warrant to Purchase Series C Convertible Preferred Stock | Â (3) | 07/02/2020 | Series C Convertible Preferred Stock (4) | 109,015 (4) | \$ 0.7338 (5) | D | Â |
| Warrant to Purchase Series C Convertible Preferred Stock | Â (3) | 12/29/2020 | Series C Convertible Preferred Stock (4) | 54,507 (4) | \$ 0.7338 (5) | D | Â |
| Convertible Promissory Note | Â (6) | 07/01/2017 | Common Stock | 3,387,146 (2) | \$ (6) | D | Â |
| Convertible Promissory Note | Â (6) | 07/01/2017 | Common Stock | 1,999,898 (2) | \$ (6) | D | Â |

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 | Â | 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).
 - (1) The shares of Series B Convertible Preferred Stock and Series C Convertible Preferred Stock have no expiration date and are convertible 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 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.
 - (4) Upon conversion of the Series C Convertible Preferred Stock into Common Stock in connection with the Issuer's initial public offering, 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.
 - (5) Upon conversion of the Series C Convertible Preferred Stock into Common Stock in connection with the Issuer's initial public offering, 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.
 - (6) 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:

Exhibit List - Exhibit 24 - Power of 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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