
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14D-9

(Rule 14d-101)

**Solicitation/Recommendation Statement
Under Section 14(d)(4) of the Securities Exchange Act of 1934
(Amendment No. 2)**

CORIUM INTERNATIONAL, INC.

(Name of Subject Company)

CORIUM INTERNATIONAL, INC.

(Name of Person Filing Statement)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

21887L107

(CUSIP Number of Class of Securities)

**Peter D. Staple
Chief Executive Officer
Corium International, Inc.
235 Constitution Drive
Menlo Park, California 94025
(650) 298-8255**

(Name, address and telephone number of person authorized to receive
notices and communications on behalf of the persons filing statement)

With copies to:

**David K. Michaels, Esq.
Robert A. Freedman, Esq.
Ethan A. Skerry, Esq.
Lara E. Foster, Esq.
Fenwick & West LLP
801 California Street
Mountain View, CA 94041
(650) 988-8500**

**Robert S. Breuil
Chief Financial Officer
Corium International, Inc.
235 Constitution Drive
Menlo Park, California 94025
(650) 298-8255**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 2 (“*Amendment No. 2*”) amends and supplements Item 9 in the Solicitation/Recommendation Statement on Schedule 14D-9 filed by Corium International, Inc. (the “*Company*” or “*Corium*”) with the Securities and Exchange Commission on October 26, 2018 (as amended and supplemented from time to time, and including the documents annexed thereto or incorporated therein the “*Schedule 14D-9*”). The Schedule 14D-9 relates to the tender offer (the “*Offer*”) by Gumet Merger Sub, Inc. (“*Merger Sub*”), a Delaware corporation and wholly-owned direct subsidiary of Gumet Holding Company (“*Parent*”), a Delaware corporation, to purchase any and all of the shares of Corium’s outstanding common stock, par value \$0.001 (the “*Shares*” and each, a “*Share*”), at a purchase price of (i) \$12.50 per Share in cash, before deduction of applicable withholding taxes and without interest, plus (ii) one non-transferable contingent value right per Share, which represents the contractual right to receive \$0.50 per share in cash, before deduction of applicable withholding taxes and without interest, following approval by the FDA of the New Drug Application for Corplex Donepezil on or prior to March 31, 2020, as described further in and subject to the conditions set forth in a Contingent Value Rights Agreement, and all upon the terms and subject to the conditions set forth in the Agreement and Plan of Merger, dated as of October 11, 2018, by and among Corium, Parent and Merger Sub, the Offer to Purchase, dated October 26, 2018, the related Letter of Transmittal and the Notice of Guaranteed Delivery.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to items in this Amendment No. 2. Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Schedule 14D-9.

Item 9. Exhibits.

Item 9 of the Schedule 14D-9 is hereby amended and supplemented to add the following to the list of Exhibits immediately following the Exhibit listed as Exhibit (a)(5)(D):

(a)(5)(D) [Instruction Form distributed to Corium’s employees on November 8, 2018.](#)

Additional Information and Where to Find It

This communication is not a recommendation or an offer to purchase or a solicitation of an offer to sell shares of the Company. On October 26, 2018, the Company filed with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9 relating to the tender offer. **These documents, as they may be amended from time to time, contain important information about the tender offer and stockholders of the Company are urged to read them carefully.** Stockholders of the Company may obtain a free copy of these documents at the website maintained by the SEC at www.sec.gov. In addition, the Solicitation/Recommendation Statement and the other documents filed by the Company with the SEC are available to all stockholders of the Company free of charge at <http://ir.coriumgroup.com/investor-relations>.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CORIUM INTERNATIONAL, INC.

Date: November 8, 2018

By: /s/ Peter D. Staple
Peter D. Staple
Chief Executive Officer

INSTRUCTION FORM FOR SHARES OF CORIUM INTERNATIONAL, INC.'S
COMMON STOCK HELD AT SOLIUM/RBC

In connection with
Offer to Purchase
All Outstanding Shares of Common Stock
of
Corium International, Inc.
at
\$12.50 per Share,
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 on or prior to March 31, 2020,
as described in and under the conditions set forth in the Contingent Value Rights Agreement
by
Gurnet Merger Sub, Inc.,
a wholly-owned subsidiary of
Gurnet Holding Company

If you wish to tender all or some of your Shares, please check the appropriate boxes below, and sign and return this Instruction Form as instructed by Corium International, Inc.

YES, TENDER all of the Shares allocated to my account.

YES, TENDER only the number of the Shares allocated to my account, as indicated below:

Number of Shares to be tendered (in whole numbers):

If you do not wish to tender your Shares, you do not need to return this form.

By signing below, I hereby direct Solium to tender or not to tender the Shares allocated to my account as indicated above.

By signing below, I understand that, even if I sign, date and return this Instruction Form, but do not check one of the boxes above, I will be deemed by Solium not to have tendered any of the Shares allocated to my account.

Signature

Date
