

COTY INC.
Form 4
June 16, 2014

FORM 4

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

OMB APPROVAL

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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 *
BLOOM BRADLEY M

(Last) (First) (Middle)

**C/O BERKSHIRE PARTNERS
LLC, 200 CLARENDON STREET,
35TH FLOOR**

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COTY INC. [COTY]

3. Date of Earliest Transaction
(Month/Day/Year)
06/12/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 06/12/2014 | | S | | 8,463,470 ⁽¹⁾ | D | See Footnotes ⁽¹⁾ ⁽²⁾ |
| Common Stock | 06/12/2014 | | S | | 29,893 ⁽³⁾ | D | |
| Common Stock | 06/12/2014 | | D | | 4,274 ⁽⁴⁾ | D | |
| Common Stock | | | | | | | See Footnote ⁽⁶⁾ |
| | | | | | | | 26,076 |
| | | | | | | I | |

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

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BLOOM BRADLEY M C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116 | | X | | |

Signatures

/s/ Bradley M. Bloom 06/16/2014

 **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).

- Represents shares of Class B Common Stock repurchased by the Issuer on June 12, 2014 (the "Repurchase") from the Berkshire Entities (as defined below). This Form 4 has been filed because the Reporting Person is a director of the Issuer and a managing member of, or
- (1) managing member of the general partner of, each of the Berkshire Entities. As such, the Reporting Person may be deemed to have shared voting and/or dispositive power over the shares held by the Berkshire Entities. However, the Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
 - (2) Represents shares of Class B Common Stock sold by Berkshire Fund VII, L.P. ("Fund VII"), Berkshire Fund VII-A, L.P. ("Fund VII-A"), Berkshire Investors III LLC ("BI3") and Berkshire Investors IV LLC ("BI4" and together with Fund VII, Fund VII-A and BI3, the

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"Berkshire Entities") in connection with the Repurchase. Each share of Class B Common Stock is convertible to Class A Common Stock on a one-for-one basis. BPSP, L.P. ("BPSP") is the managing member of Berkshire Partners LLC, the registered investment adviser to the Berkshire Entities ("Berkshire"). Seventh Berkshire Associates LLC ("7BA") is the general partner of each of Fund VII and Fund VII-A. The Reporting Person is a managing member of each of Berkshire, BPSP, 7BA, BI3 and BI4 and, as such, may be deemed to have shared voting and/or dispositive power over the shares held by such entities. However, the Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

- (3) Represents Class A Common Stock Restricted Stock Units repurchased by the Issuer in connection with the Repurchase referred to in note (1) above.
- (4) Represents Class A Common Stock Restricted Stock Units forfeited in connection with the termination of the Reporting Person's service on the Board of Directors of the Issuer.
Includes (i) 297,836 shares of Class A Common Stock beneficially owned by the Reporting Person, and (ii) 4,274 unvested shares of
- (5) Class A Common Stock issuable under Class A Common Stock Restricted Stock Units received in connection with the Reporting Person's service on the Board of Directors of the Issuer.
Represents shares of Class A Common Stock beneficially owned by certain family trusts. Members of the Reporting Person's family serve as trustee and are beneficiaries of such family trusts. As such, the Reporting Person may be deemed to share beneficial ownership of the
- (6) shares held by such family trusts. However, the Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

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.