

COTY INC.
Form 4
June 20, 2013

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 *
Goudet Olivier

(Last) (First) (Middle)
2 PARK AVENUE
(Street)
NEW YORK, NY 10016
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/18/2013

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 Beneficial Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Class A common stock	06/18/2013		C			871,118	A	(\$)	871,118	I	By corporation (2)
Class A common stock	06/18/2013		C			871,118 (3)	D	\$ 16.8875	0	I	By corporation (2)

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

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SEC 1474 (9-02)

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
					Acquired (A)	Disposed of (D)			
Class B common stock	<u>(1)</u>	06/18/2013		C	V	(A) 871,118	<u>(1)</u>	Class A common stock	871,118
Obligation to Sell <u>(3)</u>	\$ 16.8875	06/18/2013		C		(D) 871,118	06/18/2013	Class A common stock	871,118

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goudet Olivier 2 PARK AVENUE NEW YORK, NY 10016	X			

Signatures

/s/ Michelle Garcia,
Attorney-in-Fact

06/20/2013

 **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) Class B common stock is convertible to Class A common stock on a one-for-one basis and has no expiration date. The Class B shares converted to Class A shares upon being transferred pursuant to settlement of an underwriting agreement dated June 12, 2013.
 - (2) The reporting person may be deemed to have an indirect pecuniary interest representing less than 2% of the shares held by JAB Holdings II B.V. ("JAB II"). The reporting person disclaims such pecuniary interest except to the extent, if any, it is realized.
 - (3) Pursuant to an underwriting agreement dated June 12, 2013, JAB II was obligated to sell 43,555,901 shares of Class A common stock to the underwriter parties to such agreement. The underwriting agreement did not specify a specific expiration date upon which the underwriters' right to purchase the shares terminated.

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.