

COTY INC.
Form DEFM14C
September 01, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 14C

(RULE 14c 101)

SCHEDULE 14C INFORMATION

Information Statement Pursuant to Section 14(c)
of the Securities Exchange Act of 1934

Check the appropriate box:

- Preliminary Information Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14c 5(d)(2))
- Definitive Information Statement

Coty Inc.

(Name Of Registrant As Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.

- .. Fee computed on table below per Exchange Act Rules 14c 5(g) and 0 11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0 11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- x Fee paid previously with preliminary materials.
- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0 11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:

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**NOTICE OF ACTION BY WRITTEN CONSENT OF MAJORITY SHAREHOLDER OF
AND INFORMATION STATEMENT FOR**

Coty Inc.

350 Fifth Avenue

New York, New York 10118

Telephone: (212) 389-7300

TO BE EFFECTIVE ON SEPTEMBER 21, 2016

DATE FIRST MAILED TO STOCKHOLDERS: SEPTEMBER 1, 2016

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO
SEND US A PROXY.**

To Coty Inc. Stockholders:

Coty Inc., a Delaware corporation (Coty), hereby gives notice to its stockholders of, and this information statement is being distributed in connection with, an action by written consent (the Written Consent) of the majority stockholder of Coty taken on July 9, 2015.

The matters upon which action by written consent of the majority stockholder of Coty (collectively, the Proposals) was taken are:

(1) The approval, in connection with the transactions described in Coty s registration statement on Form S-4, as amended (Registration No. 333-210856), including (i) the distribution to shareholders of The Procter & Gamble Company (P&G) of all of the shares of common stock of Galleria Co. (Galleria Company), currently a wholly owned subsidiary of P&G, followed by (ii) the merger (the Merger) of Green Acquisition Sub Inc. (Merger Sub), which is a wholly owned subsidiary of Coty, with and into Galleria Company, with Galleria Company surviving the Merger and becoming a wholly owned subsidiary of Coty, of an amendment to Coty s amended and restated certificate of incorporation to increase the number of authorized shares of Coty s class A common stock (Coty common stock) by 200,000,000 to 1,000,000,000, as reflected in Annex A to this information statement; and

(2) The approval of the issuance of one share of Coty common stock, par value \$0.01 per share, for each share of Galleria Company common stock cancelled and converted into the right to receive one share of Coty common stock in the Merger (the Proposed Issuance).

Prior to the consummation of the Merger, P&G will cause certain assets relating to its global fine fragrance, salon professional, cosmetics and retail hair color businesses and a portion of its hair styling business (P&G Beauty Brands) to be transferred to, and certain liabilities relating to P&G Beauty Brands to be assumed by, Galleria Company and its subsidiaries. In addition, Galleria Company has filed a registration statement on Form S-4/Form S-1 (File No. 333-210857) to register the shares of its common stock, par value \$0.01 per share (Galleria Company common stock), that will be distributed to P&G shareholders pursuant to an exchange offer (and a subsequent pro rata dividend if the

exchange offer is completed but not fully subscribed), and which will then automatically be converted in connection with the Merger into the right to receive shares of Coty common stock. The Merger and related transactions are collectively referred to herein as the Transactions.

The Written Consent is effective as of July 9, 2015. The actions contemplated by the Proposals will only occur if the Transactions are consummated, in which case they will occur substantially simultaneously with the consummation of the Transactions. Please review this information statement and Coty's registration statement on Form S-4 (Registration No. 333-210856) for a more complete description of these matters.

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This information statement is being furnished pursuant to the requirements of Rule 14c-2 of the Securities Exchange Act of 1934, as amended, to Coty's stockholders entitled to vote or give an authorization or consent in regard to the Proposals and from whom proxy authorization or consent is not solicited. Coty's board of directors has fixed August 25, 2016 as the record date for the determination of holders of Coty class A common stock and class B common stock entitled to notice of the action by written consent. Your consent is not required and is not being solicited in connection with this action. This information statement is being furnished to Coty's stockholders as of the record date for informational purposes only. This information statement also constitutes notice of corporate action without a meeting by less than unanimous written consent of our stockholders pursuant to Section 228(e) of the Delaware General Corporation Law.

Coty's majority stockholder is JAB Cosmetics B.V.

Coty's principal executive offices are located at 350 Fifth Avenue, New York, New York 10118, and Coty's telephone number is (212) 389-7300.

We urge you to read this information statement and Coty's registration statement on Form S-4 (Registration No. 333-210856) carefully.

By order of the Board of Directors,

Lambertus J.H. Becht

Interim Chief Executive Officer and

Chairman of the Board of Directors

September 1, 2016

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CORPORATE ACTION TAKEN

Approval by Coty's Board of Directors

Coty's board of directors (the Coty Board) has determined that the Proposals are advisable and in Coty's best interests. On July 8, 2015, the Coty Board authorized amendments (the Amendments) to Coty's amended and restated certificate of incorporation (the certificate of incorporation), subject to stockholder approval, to increase the number of authorized shares of Coty's class A common stock (Coty common stock) by 200,000,000 to 1,000,000,000, as reflected in Annex A to this information statement, and approved the Proposed Issuance.

Action by Written Consent

On July 9, 2015, JAB Cosmetics B.V. delivered to Coty an executed written consent of stockholders approving each of the Proposals (the Written Consent), in accordance with Section 228 of the Delaware General Corporation Law (the DGCL). The Coty Board has fixed August 25, 2016 (the Record Date) as the record date for the determination of holders of Coty common stock and Coty class B common stock entitled to notice of the action by written consent. As of the Record Date, JAB Cosmetics B.V. beneficially owned all of the issued and outstanding Coty class B common stock and approximately 11.3% of the issued and outstanding shares of Coty common stock, together representing approximately 97% of the combined voting power of Coty common stock and Coty class B common stock.

In connection with the Transactions, JAB Cosmetics B.V. will, subject to satisfaction or waiver of the conditions to closing of the Merger set forth in the Transaction Agreement (other than those conditions that by their nature or pursuant to the terms of the Transaction Agreement are to be satisfied at or immediately prior to the closing), irrevocably elect to convert its shares of Coty class B common stock into shares of Coty common stock, which conversion will be effective no later than two business days prior to the closing of the Merger. Following this conversion, Coty common stock will be Coty's only class of common stock outstanding. Following this conversion and the completion of the Transactions, JAB Cosmetics B.V. will remain Coty's largest stockholder, owning approximately 36% of the fully diluted shares of Coty common stock.

As used in this information statement, fully diluted means shares outstanding as well as all outstanding equity grants and is not necessarily calculated in accordance with GAAP. See the definition of fully diluted under Helpful Information.

ACTION BY WRITTEN CONSENT; NO VOTE REQUIRED

As the Proposals have been duly authorized and approved by the written consent of holders of at least a majority of Coty's issued and outstanding voting securities, we are not seeking any consent, authorization or proxy from you. Section 228 of the DGCL provides that the written consent of the holders of outstanding shares of voting capital stock, having not less than the minimum number of votes which would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, may be substituted for a meeting. Approval by at least a majority of the outstanding voting power of Coty's shares of common stock present and voting on the matter at a meeting would be required to approve the Proposals, which approval has been duly secured by written consent executed and delivered to us by JAB Cosmetics B.V., as noted above.

As of the Record Date, there were issued and outstanding: (i) 74,161,580 shares of Coty common stock, entitled to one vote per share, (ii) 262,062,370 shares of Coty class B common stock, entitled to ten votes per share, and (iii) 1,675,554 shares of preferred stock. As of the Record Date, JAB Cosmetics B.V. owned, directly and indirectly, 8,355,671 shares, or approximately 11.3%, of Coty common stock, and all of the 262,062,370 shares of Coty class B

common stock, with such shares of Coty common stock and Coty class B common stock

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together representing approximately 97% of the combined voting power of Coty common stock and Coty class B common stock. **Accordingly, the Written Consent executed by JAB Cosmetics B.V. pursuant to DGCL Section 228 and delivered to Coty is sufficient to approve the Proposals and no further stockholder vote or other action is required.**

The DGCL does not provide for dissenters' rights of appraisal in connection with any of the Proposals.

NOTICE OF ACTION BY WRITTEN CONSENT

Pursuant to Section 228(e) of the DGCL, Coty is required to provide prompt notice of the taking of corporate action without a meeting by less than unanimous written consent to those stockholders who have not consented in writing to such action. This information statement serves as the notice required by Section 228(e) of the DGCL.

PROPOSAL NO. 1 APPROVAL OF THE AMENDMENT OF COTY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK

Effective immediately prior to the consummation of the Transactions, Coty is amending its certificate of incorporation to increase the number of authorized shares of Coty common stock by 200,000,000 to 1,000,000,000. This amendment to Coty's certificate of incorporation is reflected in Annex A to this information statement.

As of August 25, 2016, the Record Date, there were 74,161,580 shares of Coty common stock issued and outstanding. In order to consummate the Transactions, Coty will issue 409,726,299 shares of Coty common stock, par value \$0.01 per share. One share of Coty common stock will be issued to P&G shareholders for each share of Galleria Company common stock cancelled and converted into the right to receive one share of Coty common stock in the Merger.

Accordingly, in order to ensure that there will be enough authorized but unissued shares of Coty common stock for issuance in connection with the Merger and to thereafter permit Coty to meet its business needs as they arise, the Coty Board believes it to be in Coty's best interests to increase the number of authorized shares of Coty common stock. The availability of additional authorized shares of Coty common stock will provide Coty with greater flexibility to issue common stock for a variety of corporate purposes, without the delay and expense associated with convening a special stockholders' meeting. These purposes may include adopting additional stock plans or reserving additional shares for issuance under existing plans. The proposed amendment to Coty's certificate of incorporation will make available the additional authorized shares of Coty common stock for issuance from time to time at the discretion of the Coty Board without further action by the stockholders, except where stockholder approval is required by law or New York Stock Exchange (NYSE) requirement or to obtain favorable tax treatment for certain employee benefit plans.

Except as described in this information statement and in Coty's registration statement on Form S-4, as amended (Registration No. 333-210856), in connection with the Transactions, including the Merger, Coty has no current plans to issue any of the authorized but unissued shares of Coty common stock. Coty has not made the Proposals in this information statement in response to any effort to accumulate Coty's stock or to obtain control of Coty by means of a tender offer, merger or solicitation in opposition to management. Please see the information contained in the section of Coty's registration statement on Form S-4 (Registration No. 333-210856) titled "The Transactions."

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PROPOSAL NO. 2 APPROVAL OF THE PROPOSED ISSUANCE

Coty is proposing the issuance of 409,726,299 shares of Coty common stock to Galleria Company shareholders in connection with the Merger, such that Galleria Company shareholders will own approximately 54% of the fully diluted shares of Coty common stock upon consummation of the Merger. No further stockholder authorization for this issuance will be solicited.

The Proposed Issuance is being made in connection with the Transactions. Prior to the consummation of the Merger, P&G will cause certain assets relating to its global fine fragrances, salon professional, cosmetics and retail hair color businesses, along with select hair styling brands (P&G Beauty Brands), to be transferred to, and certain liabilities relating to P&G Beauty Brands to be assumed by, Galleria Company and its subsidiaries. Coty has filed a registration statement on Form S-4, as amended (Registration No. 333-210856), to register the shares of Coty common stock that will be issued in connection with the Merger.

P&G will offer to P&G shareholders the right to exchange all or a portion of their shares of P&G common stock for shares of Galleria Company common stock in an exchange offer. If the exchange offer is completed but fewer than all of the issued and outstanding shares of Galleria Company common stock are exchanged because the exchange offer is not fully subscribed, the remaining shares of Galleria Company common stock owned by P&G will be distributed on a pro rata basis to P&G shareholders (after giving effect to the completion of the exchange offer). As promptly as practicable following completion of the exchange offer and, if the exchange offer is completed but is not fully subscribed, any subsequent pro rata dividend of all remaining shares of Galleria Company common stock to P&G shareholders, each share of Galleria Company common stock would be converted into the right to receive one share of Coty common stock in the Merger.

Coty common stock is listed on the NYSE and, as a result, Coty is subject to the rules of the NYSE.

Rule 312.03(b) of the rules of the NYSE requires an issuer to obtain stockholder approval prior to the issuance of common stock, or of securities convertible into or exercisable for common stock, to (i) a director, officer or substantial security holder of the company (an NYSE Related Party), (ii) a subsidiary, affiliate or other closely-related person of an NYSE Related Party or (iii) any company or entity in which an NYSE Related Party has a substantial direct or indirect interest, if the number of shares of common stock to be issued, or if the number of shares of common stock into which the securities may be convertible or exercisable, exceeds either 1% of the number of shares of common stock or 1% of the voting power outstanding before the issuance. Rule 312.03(c) of the rules of the NYSE requires an issuer to obtain stockholder approval prior to the issuance of common stock, or of securities convertible into or exercisable for common stock, in any transaction or series of related transactions, if (i) the common stock has, or will have upon issuance, voting power equal to or in excess of 20% of the voting power outstanding before the issuance of such stock or of securities convertible into or exercisable for common stock or (ii) the number of shares of common stock to be issued is, or will be upon issuance, equal to or in excess of 20% of the number of shares of common stock outstanding before the issuance of common stock or of securities convertible into or exercisable for common stock.

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The consummation of the Proposed Issuance will result in an issuance to Galleria Company shareholders of 409,726,299 shares of Coty common stock constituting approximately 54% of the fully diluted shares of Coty common stock.

The Written Consent executed by JAB Cosmetics B.V. pursuant to Section 228 of the DGCL and delivered to Coty is sufficient to approve the Proposed Issuance and no further stockholder vote or other action is required.

DILUTION

The holders of Coty common stock will incur dilution of their shares in connection with the consummation of the Transactions, since Galleria Company shareholders will be issued shares of Coty common stock constituting approximately 54% of the fully diluted shares of Coty common stock after giving effect to the Merger, and Coty's stockholders immediately prior to the Merger are expected to collectively hold 46% of the fully diluted shares of Coty common stock immediately after the Merger.

INFORMATION REGARDING CONTENT OF THIS INFORMATION STATEMENT

Securities and Exchange Commission Filings

This information statement incorporates by reference important business and financial information about Coty from documents filed with the U.S. Securities and Exchange Commission (the "SEC") that have not been included herein or delivered herewith. This information is available without charge at the website that the SEC maintains at www.sec.gov, as well as from other sources. See "Where You Can Find More Information; Incorporation by Reference."

Sources of Information

All information contained or incorporated by reference in this document with respect to Coty, Merger Sub and their subsidiaries, and all statements contained in this document concerning Coty, Merger Sub and their subsidiaries, have been provided by Coty. All information contained or incorporated by reference in this document with respect to Galleria Company and its subsidiaries and P&G Beauty Brands and with respect to the terms and conditions of the exchange offer, and all statements contained in this document concerning Galleria Company and its subsidiaries and P&G Beauty Brands, have been provided by P&G.

Trademarks and Market and Industry Data

This document contains references to trademarks, trade names and service marks that are owned by P&G, including Always[®], Ambi Pur[®], Ariel[®], Bounty[®], Charmin[®], Crest[®], Dawn[®], Downy[®], Fairy[®], Febreze[®], Fusion[®], Gain[®], Gillette[®], Head & Shoulders[®], Lenor[®], Mach3[®], Oral-B[®], Pampers[®], Pantene[®], Prestobarba[®], SK-II[®], Tide[®], Vicks[®] and Whisper[®].

This document contains references to trademarks, trade names and service marks that are owned by P&G Beauty Brands, including Balsam Color[®], Bellady[®], Blondor[®], Clairol[®], Color Charm[®], Color Fresh / Perfection Color Touch[®], CoverGirl[®], Design[®], Forte[®], Kadus[®], Kadus Professional[®], L'Oréal[®], Londa[®], Max Factor[®], Natural Instincts[®], New Wave[®], New Wave Design[®], Nioxin[®], Olay[®], Outlast[®], Salon Lifestyle[®], Sebastian[®], Soft Color[®], Shockwaves[®], Silvikrin[®], Soft Color[®], System Professional[®], Vidal Sassoon[®] and Wella[®].

This document also contains references to trademarks, trade names and service marks that are licensed to P&G Beauty Brands, including Alexander McQueen[®], Bruno Banani[®], Dolce & Gabbana[®], Gucci[®], HUGO BOSS[®], Escada Fashion[®], Gabriela Sabatini[®], James Bond[®], Lacoste[®], Mexx[®] and Stella McCartney[®]. Effective July 29, 2016, Christina Aguilera[®] was licensed to Elizabeth Arden, Inc. pursuant to its acquisition of the global license for the Christina Aguilera fine fragrance brand from P&G.

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Unless otherwise specified in this document, all industry and market share data relating to P&G Beauty Brands and the beauty industry included in this document is based on P&G's market research and its internally developed, proprietary analytical modeling system as well as statistical data obtained or derived from independent market research firms. Some of these third-party firms, such as Euromonitor International Limited (Euromonitor) and ACNielsen, categorize data differently from how P&G Beauty Brands categorizes data. Information in this document on the beauty industry is from independent market research carried out by Euromonitor but should not be relied upon in making, or refraining from making, an investment decision. Market share data is used by P&G to standardize market share information across different products and retail channels and is regularly used by P&G in the analysis of P&G Beauty Brands. While P&G has no reason to believe any third-party information is not reliable, P&G has not independently verified this information.

O P I[®], philosophy[®], Rimmel[®], Sally Hansen[®], Lancaster[®], Astor[®], Bourjois[®], Joop![®], and Manhattan[®] are registered trademarks of Coty for the goods manufactured and sold by Coty under those marks in key sales countries. The adidas[®], Calvin Klein[®], Chloé[®], DAVIDOFF[®], Marc Jacobs[®], Playboy[®], Balenciaga[®], Beyoncé[®], Bottega Veneta[®], Guess?[®], Katy Perry[®], Roberto Cavalli[®], Miu Miu[®], Vespa[®], Jil Sander[®], David Beckham[®], Jennifer Lopez[®] and Enrique Iglesias[®] trademarks are licensed to Coty in connection with the goods manufactured and sold by Coty in key sales countries.

Unless otherwise indicated, market and industry data and forecasts relating to Coty included in this document, including Coty's general expectations about its industry, market position, market opportunity and market size, is based on data from various sources including internal data and estimates as well as third-party sources widely available to the public such as independent industry publications (including Euromonitor), government publications, reports by market research firms or other published independent sources and on Coty's assumptions based on that data and other similar sources. Coty did not fund and is not otherwise affiliated with the third-party sources that it cites. Industry publications and other published sources generally state that the information contained therein has been obtained from third-party sources believed to be reliable. Internal data and estimates are based upon information obtained from trade and business organizations and other contacts in the markets in which Coty operates and Coty's management's understanding of industry conditions, and such information has not been verified by any independent sources. This data involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. While Coty believes the market, industry and other information included in this document to be the most recently available and to be generally reliable, such information is inherently imprecise and Coty has not independently verified any third-party information or verified that more recent information is not available.

Statements in this document about P&G Beauty Brands that Coty proposes to acquire are made primarily on the basis of information furnished by the owners and management of P&G Beauty Brands. Statements in this document about Coty are made primarily on the basis of information furnished by the owners and management of Coty.

Exchange Offer Information

The information included in this document relating to P&G's exchange offer is being provided for informational purposes only and does not purport to be complete. For additional information on P&G's exchange offer and the terms and conditions of P&G's exchange offer, Coty's stockholders are urged to read Galleria Company's registration statement on Form S-4 and Form S-1, as amended (Reg. No. 333-210857), Coty's registration statement on Form S-4, as amended (Reg. No. 333-210856), and all other documents Coty or Galleria Company file with the SEC relating to the Merger. This document constitutes only an information statement for Coty stockholders relating to the action by written consent and is not an offer to sell or a solicitation of an offer to purchase shares of Coty common stock, P&G common stock or Galleria Company common stock.

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HELPFUL INFORMATION

As used in this document, unless otherwise stated herein or the context otherwise provides:

Code means the Internal Revenue Code of 1986, as amended.

Coty means Coty Inc., a Delaware corporation and, unless the context otherwise requires, its consolidated subsidiaries.

Coty class B common stock means the Coty class B common stock, par value \$0.01 per share, which JAB Cosmetics B.V. will irrevocably elect to convert into shares of Coty common stock, which conversion will be effective no later than two business days prior to the closing of the Merger. Following this conversion and the completion of the Transactions, JAB Cosmetics B.V. will remain Coty's largest stockholder, owning approximately 36% of the fully diluted shares of Coty common stock.

Coty common stock means the Coty class A common stock, par value \$0.01 per share.

Coty Credit Agreement means the Credit Agreement, dated as of October 27, 2015, among Coty, as the parent borrower, the other borrowers party thereto from time to time, the lenders party thereto and JPMorgan Chase Bank, N.A. (*JPMCB*), as administrative agent, and the other agents from time to time party thereto, relating to the Coty Senior Secured Credit Facilities.

Coty Group means Coty and each of its consolidated subsidiaries including, after the consummation of the Merger, Galleria Company.

Coty Senior Secured Credit Facilities means the \$4.500 billion senior secured credit facilities obtained by Coty in connection with the completion of the Transactions, comprised of (i) a \$1.500 billion five-year revolving credit facility, which includes up to \$80.0 million in swingline loans available for short-term borrowings, (ii) a \$1.750 billion five-year term loan A facility and (iii) a seven-year term loan B facility comprised of a \$500.0 million tranche and a 665.0 million tranche.

Distribution means the distribution by P&G of its shares of Galleria Company common stock to P&G shareholders by way of an exchange offer and, if the exchange offer is completed but is not fully subscribed, the distribution of the Remaining Shares to the Remaining P&G Shareholders as described herein.

Divested Brands means the Rochas, Laura Biagiotti, Naomi Campbell and Giorgio Beverly Hills brands that were divested by P&G in May 2015, June 2015, September 2014 and February 2016, respectively, as well as Puma, which was discontinued by P&G in fiscal 2015.

Exchange Act means the Securities Exchange Act of 1934, as amended.

Exchange Agent means Wells Fargo Bank, N.A.

Excluded Brands means the Dolce & Gabbana and Christina Aguilera fragrance licenses, the latter of which was acquired by Elizabeth Arden, Inc. on July 29, 2016.

fully diluted means shares outstanding as well as all outstanding equity grants and is not necessarily calculated in accordance with GAAP.

GAAP means accounting principles generally accepted in the United States.

Galleria means certain specified assets and liabilities related to P&G Beauty Brands, excluding the Excluded Brands, that will be transferred by P&G and its subsidiaries to Galleria Company as part of the Separation and thereafter acquired by Coty in the Merger.

Galleria Company means Galleria Co., a Delaware corporation and wholly owned subsidiary of P&G, and, unless the context otherwise requires, its consolidated subsidiaries.

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Galleria Company common stock means Galleria Company common stock, par value \$0.01 per share.

Galleria Credit Agreement means the Credit Agreement, dated January 26, 2016, by and among Galleria Company, as initial borrower, the other borrowers from time to time party thereto, JPMCB, as administrative agent and collateral agent, and the other agents and lenders from time to time party thereto, relating to the Galleria Senior Secured Credit Facilities.

Galleria Senior Secured Credit Facilities means the \$4.500 billion senior secured credit facilities comprised of (i) a \$2.000 billion five-year term loan A facility, (ii) a \$1.000 billion seven-year term loan B facility and (iii) a \$1.500 billion five-year revolving credit facility.

Galleria Transfer means the contribution of the Galleria assets by P&G to Galleria Company in exchange for Galleria Company common stock, any distribution to P&G of a portion of the Recapitalization Amount and the assumption of the Galleria liabilities, in each case, in accordance with the requirements of the Transaction Agreement.

HSR Act means the Hart Scott Rodino Antitrust Improvements Act of 1976.

Intended Tax-Free Treatment means that (i) the Galleria Transfer, taken together with the Distribution, qualifies as a tax-free reorganization pursuant to section 368(a)(1)(D) of the Code, (ii) the Distribution, as such, qualifies as a distribution of Galleria Company common stock to P&G shareholders pursuant to section 355 of the Code, pursuant to which no taxable gain or loss should be recognized for U.S. federal income tax purposes, and (iii) the Merger qualifies as a tax-free reorganization pursuant to section 368(a) of the Code pursuant to which no taxable gain or loss will be recognized by Galleria Company shareholders for U.S. federal income tax purposes, except to the extent of cash received in lieu of fractional shares of Coty common stock.

IRS means the Internal Revenue Service.

Merger means the merger of Merger Sub with and into Galleria Company, with Galleria Company surviving the merger and becoming a wholly owned subsidiary of Coty, as contemplated by the Transaction Agreement.

Merger Sub means Green Acquisition Sub Inc., a Delaware corporation and wholly owned subsidiary of Coty.

Non-Color Haircare Business means P&G's business of sourcing, manufacturing, marketing, selling, distributing and developing (i) hair care and styling products for sale in the salon professional channel, and (ii) hair styling products for sale in the retail channel that are branded under the Wella, Silvikrin,

Shockwaves, Londa and New Wave marks.

NYSE means the New York Stock Exchange.

P&G means The Procter & Gamble Company, an Ohio corporation, and, unless the context otherwise requires, its consolidated subsidiaries.

P&G Beauty Brands means the business of P&G and its subsidiaries relating to P&G's global fine fragrances, salon professional, cosmetics and retail hair color businesses, along with select hair styling brands, including the Excluded Brands unless otherwise noted.

P&G common stock means P&G common stock, without par value.

P&G shareholders means the holders of shares of P&G common stock.

Recapitalization means Galleria Company (i) issuing and delivering to P&G, in exchange for Galleria, additional shares of Galleria Company common stock such that the total number of shares of Galleria Company common stock held by P&G at the time of the Distribution will equal 409,726,299, all of which shares of Galleria Company common stock P&G will dispose of in the Distribution, (ii) incurring indebtedness under the Galleria Senior Secured Credit Facilities and (iii) using all or a

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portion of the cash proceeds of the indebtedness incurred on or prior to the Recapitalization Date under the Galleria Senior Secured Credit Facilities, along with any cash contributed by P&G to Galleria Company, to purchase or otherwise receive the Galleria assets from P&G or its subsidiaries. Galleria Company will distribute to P&G, prior to the Distribution, any borrowed amounts remaining after funding these asset purchases.

Recapitalization Amount has the meaning ascribed to it under The Transaction Agreement Recapitalization.

Recapitalization Date means the date on which the Recapitalization occurs.

Remaining P&G Shareholders means the remaining P&G shareholders, determined after giving effect to the completion of the exchange offer, that will receive the Remaining Shares.

Remaining Shares means any remaining shares of Galleria Company common stock held by P&G after completion of the exchange offer.

SEC means the U.S. Securities and Exchange Commission.

Securities Act means the Securities Act of 1933, as amended.

Separation means the transfer by P&G and its subsidiaries of the Galleria assets and liabilities to Galleria Company.

Transaction Agreement means the Transaction Agreement, dated as of July 8, 2015, as amended, by and among Coty, P&G, Galleria Company and Merger Sub.

Transactions means the transactions contemplated by the Transaction Agreement, which provide, among other things, for the Separation, the Recapitalization, the Distribution and the Merger, as described in the section The Transactions.

VWAP means the volume-weighted average price.

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QUESTIONS AND ANSWERS ABOUT THE TRANSACTIONS

The following are some of the questions that Coty stockholders may have and answers to those questions. These questions and answers, as well as the following summary, are not meant to be a substitute for the information contained in the remainder of this information statement, and this information is qualified in its entirety by the more detailed descriptions and explanations contained elsewhere in this information statement.

1. What will happen in the Transactions?

Below is a summary of the key steps of the Transactions. A step-by-step description of material events relating to the Transactions is set forth under The Transactions. The section entitled Selected Historical and Pro Forma Financial Data Unaudited Condensed Combined Pro Forma Financial Statements of Coty includes information regarding the Galleria assets and liabilities to be transferred and indebtedness expected to be incurred under the Galleria Senior Secured Credit Facilities as if the Transactions had occurred as of the respective dates identified therein.

P&G will transfer the Galleria assets to Galleria Company. Galleria Company will also assume liabilities associated with the Galleria assets.

Prior to the Distribution, and in partial consideration for the Galleria assets transferred from P&G to Galleria Company, Galleria Company will be recapitalized in the following manner:

Galleria Company will issue and deliver to P&G a number of additional shares of Galleria Company common stock such that P&G will hold a total of 409,726,299 shares of Galleria Company common stock at the time of the Distribution, which is the Galleria Stock Amount (as defined below), all of which shares of Galleria Company common stock P&G will dispose of in the Distribution.

Under the Transaction Agreement, the Galleria Stock Amount was calculated on the last practicable date prior to the commencement of the exchange offer and is the product of (i) thirteen twelfths (13/12) and (ii) the sum of (A) the aggregate number of shares of Coty common stock and Coty series A preferred stock that were outstanding on the date of calculation, including any shares of Coty common stock repurchased by Coty between August 13, 2015 and the 30th day prior to the commencement date of the exchange offer, and (B) the aggregate number of shares of Coty common stock issuable pursuant to options, warrants, rights, subscriptions, claims of any character, agreements, obligations, convertible or exchangeable securities, or other commitments, contingent or otherwise pursuant to which Coty is or may become obligated to issue shares of any of Coty's capital stock (other than Coty series A preferred stock) and any securities convertible into, exchangeable for, or evidencing the right to subscribe for, any Coty capital stock (other than Coty Series A preferred stock) that was outstanding on the date of calculation (including restricted stock units, phantom units, options and any shares of Coty class B common stock that will be converted into Coty common stock), whether contingent, vested or unvested, or otherwise (without giving effect to any cashless exercise or similar features); and

Galleria Company will use all or a portion of the loans incurred prior to the consummation of the Merger under the Galleria Senior Secured Credit Facilities, along with any cash contributed by P&G, to purchase or

otherwise receive the Galleria assets from P&G or its subsidiaries. Galleria Company will distribute to P&G, prior to the Distribution, any borrowed amounts remaining after funding these asset purchases.

JAB Cosmetics B.V., the holder of all outstanding shares of Coty class B common stock, will, subject to satisfaction or waiver of the conditions to closing of the Merger set forth in the Transaction Agreement (other than those conditions that by their nature or pursuant to the terms of the Transaction Agreement are to be satisfied at or immediately prior to the closing), irrevocably elect, no later than two business days prior to the closing of the Merger, to convert its shares of Coty class B common

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stock into shares of Coty common stock. Following this conversion, Coty common stock will be Coty's only class of common stock outstanding. Following this conversion and the completion of the Transactions, JAB Cosmetics B.V. will remain Coty's largest stockholder overall, owning approximately 36% of the fully diluted shares of Coty common stock.

P&G will offer to P&G shareholders the right to exchange all or a portion of their shares of P&G common stock for shares of Galleria Company common stock in the exchange offer.

If the exchange offer is completed but is not fully subscribed, the Exchange Agent will calculate the exact number of Remaining Shares to be distributed as a pro rata dividend to the Remaining P&G Shareholders, and P&G will distribute the Remaining Shares immediately thereafter.

The Exchange Agent will hold, for the account of the relevant P&G shareholders, the global certificate(s) representing all of the outstanding shares of Galleria Company common stock, pending the consummation of the Merger. Shares of Galleria Company common stock will not be traded during this period.

As promptly as practicable following the completion of the Distribution, Merger Sub will merge with and into Galleria Company, with Galleria Company surviving the Merger and becoming a wholly owned subsidiary of Coty.

Each share of Galleria Company common stock will be automatically converted into the right to receive one share of Coty common stock.

The payment of indebtedness under the Galleria Senior Secured Credit Facilities will initially be guaranteed by all existing and future direct and indirect material domestic subsidiaries of Galleria Company, subject to certain exceptions, and after the consummation of the Merger and to the extent the requirements of the Transaction Agreement are satisfied, will also be guaranteed by Coty and all subsidiaries of Coty that guarantee the indebtedness under the Coty Senior Secured Credit Facilities.

The fully diluted shares of Coty common stock immediately prior to the Merger are expected to represent approximately 46% of the fully diluted shares of Coty common stock immediately after the Merger, and the shares of Coty common stock issued in connection with the conversion of shares of Galleria Company common stock in the Merger are expected to represent approximately 54% of the fully diluted shares of Coty common stock immediately after the Merger.

In connection with the Transactions, Coty and P&G have entered into various agreements, and Coty, P&G, Galleria Company and Merger Sub will enter into additional agreements, establishing the terms of the Separation. These agreements include a transition services agreement in which P&G will agree to provide certain services to Galleria Company and Coty for a limited period of time following the Transactions. See [Additional Agreements](#).

2. What is the current relationship between Galleria Company and Coty?

Galleria Company is currently a wholly owned subsidiary of P&G and was incorporated as a Delaware corporation in order to effect the Separation of Galleria from P&G. Other than in connection with the Transactions, there is currently no relationship between Galleria Company and Coty.

3. What will Coty stockholders receive in the Merger?

Coty stockholders will not directly receive any consideration in the Merger. All shares of Coty common stock issued and outstanding immediately before the Merger will remain issued and outstanding after consummation of the Merger. JAB Cosmetics B.V., the holder of all outstanding shares of Coty class B common stock, will irrevocably elect to convert its shares of Coty class B common stock into shares of Coty common stock, which conversion will be effective no later than two business days prior to the closing of the Merger. Following this conversion, Coty common stock will be Coty's only class of common stock outstanding.

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Following this conversion and the completion of the Transactions, JAB Cosmetics B.V. will remain Coty's largest stockholder, owning approximately 36% of the fully diluted shares of Coty common stock.

Immediately after the Merger, Coty stockholders will continue to own shares in Coty, and Coty will own Galleria, which will be owned and operated through Galleria Company as a wholly owned subsidiary of Coty.

4. Are there possible adverse consequences of the Transactions to Coty stockholders?

Following the consummation of the Transactions, Coty stockholders will own stock in a combined company that holds P&G Beauty Brands (other than the Excluded Brands), but their percentage interests in this company will be diluted. Immediately after the consummation of the Transactions (including the Merger), pre-Merger Coty stockholders are expected to own approximately 46% of the fully diluted shares of Coty common stock. Therefore, the voting power represented by the shares held by pre-Merger Coty stockholders will be lower immediately following the Merger than immediately prior to the Merger. In addition, the exchange offer is designed to permit P&G shareholders to exchange their shares of P&G common stock for a number of shares of Galleria Company common stock that corresponds to a 7.0% discount to the per-share equivalent value of Coty common stock. The existence of a discount, along with the issuance of shares of Coty common stock pursuant to the Merger and the conversion of Coty class B common stock into shares of Coty common stock, may negatively affect the market price of Coty common stock. Further, the indebtedness incurred under the Galleria Senior Secured Credit Facilities in connection with the Separation will initially be guaranteed by all existing and future direct and indirect material domestic subsidiaries of Galleria Company, subject to certain exceptions, and after the consummation of the Merger and to the extent the requirements of the Transaction Agreement are satisfied, will also be guaranteed by Coty and all subsidiaries of Coty that guarantee the indebtedness under the Coty Senior Secured Credit Facilities. This additional indebtedness could materially and adversely affect the liquidity, results of operations and financial condition of Coty. Coty also expects to incur significant one-time costs in connection with the Transactions, which may have an adverse impact on Coty's liquidity, results of operations and financial condition in the periods in which they are incurred. In addition, Coty's management will be required to devote a significant amount of time and attention to the process of integrating the operations of Coty's business and Galleria. If Coty's management is not able to manage the integration process effectively, or if any significant business activities are interrupted as a result of the integration process, Coty's business could suffer and its stock price may decline. See the factors described under the heading "Risk Factors" in Coty's registration statement on Form S-4 (Reg. No. 333-210857) for a further discussion of material risks associated with the Transactions.

5. How will the Transactions impact the future liquidity and capital resources of Coty?

The indebtedness incurred under the Galleria Senior Secured Credit Facilities will initially be guaranteed by all existing and future direct and indirect material domestic subsidiaries of Galleria Company, subject to certain exceptions, and after consummation of the Merger will also be guaranteed by Coty and all subsidiaries of Coty that guarantee the indebtedness under the Coty Senior Secured Credit Facilities. In addition, in connection with the Transactions, Coty has refinanced its existing debt. Coty anticipates that its primary sources of liquidity after the Transactions will be cash provided by operations and supplemented by borrowings from third-party lenders.

6. Are there any conditions to the completion of the Transactions?

Yes. The completion of the Transactions is subject to a number of conditions, including:

the completion of the Separation and Distribution;

the satisfaction of the Minimum Condition or the Revised Minimum Condition, as applicable;

the conversion of all outstanding shares of Coty class B common stock into shares of Coty common stock;

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the receipt of written tax opinions from special tax counsel to P&G and special tax counsel to Coty; and

other customary conditions.

The Transaction Agreement provides that either P&G or Coty may terminate the Transaction Agreement if the Merger is not consummated on or before January 31, 2017.

These conditions are described in more detail under Transaction Agreement Conditions to the Transactions.

7. When will the Transactions be completed?

The Transactions are expected to be completed as soon as practicable following completion of the exchange offer. However, it is possible that factors outside P&G's and Coty's control could require the parties to complete the Transactions at a later time or not complete them at all. See The Transaction Agreement Conditions to the Transactions for a discussion of the conditions to the completion of the Transactions.

8. Are there risks associated with the Transactions?

Yes. You should consider all of the information included or incorporated by reference in this information statement, and should also consider the factors described under the heading Risk Factors in Coty's registration statement on Form S-4, as amended (Reg. No. 333-210856). You are strongly encouraged to read this information statement carefully and in its entirety. The risks include, among others, the possibility that Coty may fail to realize the anticipated benefits of the Transactions, the uncertainty that Coty will be able to integrate Galleria successfully and the possibility that Coty may be unable to provide benefits and services or access to equivalent financial strength and resources to Galleria that P&G has historically provided to P&G Beauty Brands.

9. What shareholder approvals are needed in connection with the Transactions?

Holders representing more than a majority of the voting power of Coty have approved, by written consent, the issuance of shares of Coty common stock in connection with the Transactions. No further approval of Coty stockholders is required or being sought in connection with the Transactions. No vote of P&G shareholders is required or being sought in connection with the Transactions. Additionally, P&G as the sole shareholder of Galleria Company, and subject to satisfaction of the conditions set out in the Transaction Agreement, will approve the Merger prior to the Distribution.

10. Where will the shares of Coty common stock issued in the Merger be listed?

Shares of Coty common stock are, and the shares of Coty common stock to be issued in the Merger will be, listed on the NYSE under the symbol COTY.

11. Can Coty stockholders dissent and require appraisal of their shares?

No.

12. Will there be any change to the board of directors or executive officers of Coty after the Transactions?

Yes. The directors of Coty immediately following the closing of the Transactions are expected to be the same as the directors of Coty immediately prior to the closing of the Transactions, except that Camillo Pane, Coty's current Executive Vice President, Category Development, has been appointed to the position of CEO and to Coty's board of directors, each effective as of the day following the completion of the Transactions.

Certain executive officers of Coty will assume new roles in connection with Coty's new organizational structure following the closing of the Transactions and the integration of Galleria.

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13. Will the instruments that govern the rights of Coty stockholders with respect to their shares of Coty common stock after the Transactions be different from those that govern the rights of current Coty stockholders?

The rights of Coty stockholders with respect to their shares of Coty common stock after the consummation of the Transactions will continue to be governed by federal and state laws and Coty's governing documents, including:

the corporate law of the State of Delaware, including the DGCL;

Coty's amended and restated certificate of incorporation; and

Coty's amended and restated bylaws.

If the Transactions are consummated, Coty's amended and restated certificate of incorporation will be amended to increase the number of authorized shares of Coty common stock by 200,000,000 to 1,000,000,000 shares. The additional shares of authorized Coty common stock would be identical to the shares of Coty common stock now authorized and outstanding, and this amendment would not otherwise affect the rights of current holders of Coty common stock.

In addition, JAB Cosmetics B.V., the holder of all outstanding shares of Coty class B common stock, will irrevocably elect to convert its shares of Coty class B common stock into shares of Coty common stock, which conversion will be effective no later than two business days prior to the closing of the Transactions. Following this conversion, Coty common stock will be Coty's only class of common stock outstanding. Following this conversion and the completion of the Transactions, JAB Cosmetics B.V. will remain Coty's largest stockholder overall, owning approximately 36% of the fully diluted shares of Coty common stock.

14. I share an address with another