

COTY INC.
Form 4
June 11, 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 *
Shiah James E.

(Last) (First) (Middle)
COTY INC., 350 FIFTH AVENUE
(Street)

NEW YORK, NY 10118

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/09/2014

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)
SVP, Chief Acct. & Compl. Off.

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 | 06/09/2014 | | M | | 47,000 | A | \$ 10.2 |
| Class A common stock | 06/09/2014 | | M | | 49,213 | A | \$ 6.4 |
| Class A common stock | 06/09/2014 | | S | | 96,213 | D | \$ 17.8079 (1) |
| Class A common | 06/10/2014 | | M | | 50,787 | A | \$ 6.4 |

stock

| | | | | | | | | |
|----------------------------|------------|--|---|--------|---|--------|--------|---|
| Class A common stock | 06/10/2014 | | M | 10,000 | A | \$ 6.4 | 95,600 | D |
|----------------------------|------------|--|---|--------|---|--------|--------|---|

| | | | | | | | | |
|----------------------------|------------|--|---|--------|---|-----------------------------|---|---|
| Class A common stock | 06/10/2014 | | S | 95,600 | D | \$ 17.4503 <u>(2)</u> | 0 | D |
|----------------------------|------------|--|---|--------|---|-----------------------------|---|---|

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

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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (right to buy) | \$ 10.2 | 06/09/2014 | | M | 47,000 | 09/10/2012 09/10/2017 | Class A common stock 47,000 |
| Stock Option (right to buy) | \$ 6.4 | 06/09/2014 | | M | 49,213 | 01/07/2014 01/07/2019 | Class A common stock 49,213 |
| Stock Option (right to buy) | \$ 6.4 | 06/10/2014 | | M | 50,787 | 01/07/2014 01/07/2019 | Class A common stock 50,787 |
| Stock Option (right to buy) | \$ 6.4 | 06/10/2014 | | M | 10,000 | 03/02/2014 03/09/2019 | Class A common stock 10,000 |
| Stock Option (right to buy) | \$ 9.2 | 06/10/2014 | | D | 15,000 | 12/03/2015 12/03/2020 | Class A common stock 15,000 |

buy) ⁽³⁾

| | | | | | | | | | |
|---------------------|---------|------------|---|--------|------------|------------|--------|---------|--|
| Stock | | | | | | | | Class A | |
| Option | \$ 10.5 | 06/10/2014 | D | 13,000 | 01/10/2017 | 01/10/2022 | common | 13,000 | |
| (right to | | | | | | | stock | | |
| buy) ⁽³⁾ | | | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shiah James E. COTY INC. 350 FIFTH AVENUE NEW YORK, NY 10118 | | | SVP, Chief Acct. & Compl. Off. | |

Signatures

/s/ Nina Ayer,
Attorney-in-Fact

06/11/2014

**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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.63 to \$18.22, inclusive. The reporting person undertakes to provide to Coty Inc., any security holder of Coty Inc., or the staff of the

(1) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote. A portion of the shares sold were for the payment of the exercise price of the Stock Options and related withholding taxes.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.29 to \$17.88, inclusive. The reporting person undertakes to provide to Coty Inc., any security holder of Coty Inc., or the staff of the

(2) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote. A portion of the shares sold were for the payment of the exercise price of the Stock Options and related withholding taxes.

The transactions represent forfeiture of matching stock options ("Matching Equity") issued under the Company's executive ownership

(3) programs in connection with the purchase of shares of Common Stock by the reporting person. Matching Equity is forfeited if the reporting person sells shares to which the Matching Equity relates prior to the 5th anniversary of purchase.

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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