

COTY INC.  
Form 4  
June 09, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Macchio Ralph

(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)  
06/05/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

SVP of Global R&D, CSO

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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 |   | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|-----------------------------------|
|                                 |                                      |  | Code                | V | Amount  | (A) or (D) |   |  |                                   |
| Class A common stock            | 06/05/2014                           |  | M                   |   | 57,900  | A          | \$ 6.4  | 101,303  | D                                 |
| Class A common stock            | 06/05/2014                           |  | S                   |   | 57,900  | D          | \$ 16.828<br>(1)  | 43,403   | D                                 |
| Class A common stock            | 06/06/2014                           |  | M                   |   | 17,100  | A          | \$ 6.4  | 60,503   | D                                 |
| Class A common                  | 06/06/2014                           |  | S                   |   | 60,503  | D          | \$ 0<br>17.561  | 0  | D                                 |

stock (2)

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.**

SEC 1474  
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   |                            |
| Stock Option (right to buy)                | \$ 6.4   | 06/05/2014                           |  | M                              | 57,900  | 01/07/2014   | 01/07/2019      | Class A common stock  | 57,900                     |
| Stock Option (right to buy)                | \$ 6.4   | 06/05/2014                           |  | M                              | 17,100  | 01/07/2014   | 01/07/2019      | Class A common stock  | 17,100                     |
| Stock Option (right to buy) <sup>(3)</sup> | \$ 9.2   | 06/05/2014                           |  | J                              | 20,000  | 12/03/2015   | 12/03/2020      | Class A common stock  | 20,000                     |
| Stock Option (right to buy) <sup>(3)</sup> | \$ 10.5  | 06/05/2014                           |  | J                              | 20,000  | 01/10/2017   | 01/10/2022      | Class A common stock  | 20,000                     |
| Restricted Stock Units <sup>(3)</sup>      | <sup>(4)</sup>   | 06/05/2014                           |  | J                              | 478   | <sup>(4)</sup>   | <sup>(4)</sup>  | Class A common stock  | 478                        |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

Macchio Ralph  
COTY INC.  
350 FIFTH AVENUE  
NEW YORK, NY 10118

SVP of Global R&D, CSO

## Signatures

/s/ Michelle Garcia,  
Attorney-in-Fact

06/09/2014

\_\_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 \$16.66 to \$16.94, 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 \$17.11 to \$17.84, 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 and matching Restricted Stock Units ("Matching Equity") issued under the

- (3) Company's executive ownership 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.
- (4) Upon vesting, each Restricted Stock Unit settles for one share of Class A common stock of Coty Inc.

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.