

COTY INC.

Form 4

April 17, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
de Talhouet Patrice

(Last) (First) (Middle)

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)

04/14/2015

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 ____ Other (specify
below) below)

Chief Financial Officer

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 (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)
Class A common stock	04/14/2015		M	51,381 A \$ 0	168,587	D	
Class A common stock	04/14/2015		M	21,141 A \$ 0	189,728	D	
Class A common stock	04/15/2015		P	17,569 A \$ 24.86	207,297	D	

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Restricted Stock Units	<u>(1)</u>	04/14/2015		M	51,381	<u>(1)</u> <u>(1)</u>	Class A common stock 51
Restricted Stock Units	<u>(2)</u>	04/14/2015		M	21,141	<u>(2)</u> <u>(2)</u>	Class A common stock 21
Series A Preferred Stock (right to buy)	<u>(3)</u>	04/15/2015		A	621,633	<u>(3)</u> 04/15/2025	Class A common stock 62

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
de Talhouet Patrice 350 FIFTH AVENUE NEW YORK, NY 10118	Chief Financial Officer

Signatures

/s/ Nina Ayer,
Attorney-in-Fact 04/17/2015

__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) Upon vesting, each Restricted Stock Unit settles for one share of Class A Common Stock of Coty Inc. Vesting of Restricted Stock Units was accelerated from January 1, 2019 to April 14, 2015.

(2)

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Upon vesting, each Restricted Stock Unit settles for one share of Class A Common Stock of Coty Inc. Vesting of Restricted Stock Units was accelerated from February 18, 2019 to April 14, 2015.

- (3) Upon vesting, each Series A Preferred Stock can be exchanged for up to one share of Class A Common Stock. The Series A Preferred Stock vest on April 15, 2020, subject to certain vesting conditions and exceptions.

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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