

Terisse Pierre-Andre
 Form 4
 February 20, 2019

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 *
 Terisse Pierre-Andre

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 350 FIFTH AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Financial Officer

NEW YORK, NY 10118
 (City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	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)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option (right to buy)	\$ 11.08	02/15/2019		A			676,893		<u>(1)</u>	02/15/2029	Class A common stock	676,893
Restricted Stock Units	<u>(2)</u>	02/15/2019		A			191,082		<u>(2)</u>	<u>(2)</u>	Class A common stock	191,082

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Terisse Pierre-Andre 350 FIFTH AVENUE NEW YORK, NY 10118			Chief Financial Officer	

Signatures

/s/Christina Kiely,
Attorney-in-Fact

02/20/2019

**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) Represents a matching Stock Option granted to the Reporting Person in connection with the Elite Program under the Issuer's Equity and Long-Term Incentive Plan. If at any time starting on February 15, 2020 through February 15, 2024, the Reporting Person owns fewer than 225,631 shares of Class A Common Stock but more than 135,379, a pro rata portion of the matching Stock Option will be forfeited. If at any time starting on February 15, 2020 through February 15, 2024, the Reporting Person owns fewer than 135,379, the entire matching Stock Option will be forfeited.

(2) Upon vesting, each Restricted Stock Unit settles for one share of Class A Common Stock of the Issuer. Subject to certain vesting conditions and exceptions, the Restricted Stock Units vest as follows: 60% on February 15, 2022, 20% on February 15, 2023 and 20% on February 15, 2024.

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.