

COTY INC.
Form 4
June 11, 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 *
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
X Officer (give title below) ___ Other (specify below)
SVP, Chief Acct. & Compl. Off.

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)
			Code	V	Amount	Price	
Class A common stock	06/09/2014		M		47,000	A \$ 10.2	81,813 D
Class A common stock	06/09/2014		M		49,213	A \$ 6.4	131,026 D
Class A common stock	06/09/2014		S		96,213	D \$ 17.8079	34,813 D
Class A common	06/10/2014		M		50,787	A \$ 6.4	85,600 D

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.

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

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.

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.