

COTY INC.
Form 4
June 16, 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 *
BLOOM BRADLEY M

(Last) (First) (Middle)

**C/O BERKSHIRE PARTNERS
LLC, 200 CLARENDON STREET,
35TH FLOOR**

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/12/2014

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)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/12/2014		S		8,463,470 ⁽¹⁾	D	See Footnotes ⁽¹⁾ ⁽²⁾
Common Stock	06/12/2014		S		29,893 ⁽³⁾	D	
Common Stock	06/12/2014		D		4,274 ⁽⁴⁾	D	
Common Stock							See Footnote ⁽⁶⁾
							26,076
						I	

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"Berkshire Entities") in connection with the Repurchase. Each share of Class B Common Stock is convertible to Class A Common Stock on a one-for-one basis. BPSP, L.P. ("BPSP") is the managing member of Berkshire Partners LLC, the registered investment adviser to the Berkshire Entities ("Berkshire"). Seventh Berkshire Associates LLC ("7BA") is the general partner of each of Fund VII and Fund VII-A. The Reporting Person is a managing member of each of Berkshire, BPSP, 7BA, BI3 and BI4 and, as such, may be deemed to have shared voting and/or dispositive power over the shares held by such entities. However, the Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

- (3) Represents Class A Common Stock Restricted Stock Units repurchased by the Issuer in connection with the Repurchase referred to in note (1) above.
- (4) Represents Class A Common Stock Restricted Stock Units forfeited in connection with the termination of the Reporting Person's service on the Board of Directors of the Issuer.
Includes (i) 297,836 shares of Class A Common Stock beneficially owned by the Reporting Person, and (ii) 4,274 unvested shares of
- (5) Class A Common Stock issuable under Class A Common Stock Restricted Stock Units received in connection with the Reporting Person's service on the Board of Directors of the Issuer.
Represents shares of Class A Common Stock beneficially owned by certain family trusts. Members of the Reporting Person's family serve as trustee and are beneficiaries of such family trusts. As such, the Reporting Person may be deemed to share beneficial ownership of the
- (6) shares held by such family trusts. However, the Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

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.