

COTY INC.
Form 4
July 19, 2013

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rhône Capital L.L.C.

(Last) (First) (Middle)

630 FIFTH AVE, 27TH FLOOR

(Street)

NEW YORK, NY 10111

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

COTY INC. [COTY]

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

07/17/2013

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price		
Class B Common Stock	07/17/2013		S		951,087	D \$ 16.8875	19,429,348	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

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)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rhone Capital L.L.C. 630 FIFTH AVE, 27TH FLOOR NEW YORK, NY 10111	X	X		
Rhone Holdings III L.L.C. 630 FIFTH AVE, 27TH FLOOR NEW YORK, NY 10111	X	X		
Rhone Capital III L.P. 630 FIFTH AVE, 27TH FLOOR NEW YORK, NY 10111	X	X		
Rhone Group L.L.C. 630 FIFTH AVE, 27TH FLOOR NEW YORK, NY 10111	X	X		
Worldwide Beauty GP L.L.C. 630 FIFTH AVE, 27TH FLOOR NEW YORK, NY 10111	X	X		
Worldwide Beauty Offshore L.P. 630 FIFTH AVE, 27TH FLOOR NEW YORK, NY 10111	X	X		
Worldwide Beauty Onshore L.P. 630 FIFTH AVE, 27TH FLOOR NEW YORK, NY 10111	X	X		

Signatures

/s/ M. Allison Steiner, Authorized Signatory for Rhone Capital L.L.C. 07/19/2013

Signature of Reporting Person

Date

/s/ M. Allison Steiner, Authorized Signatory for Rhone Holdings III L.L.C. 07/19/2013

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<u>**Signature of Reporting Person</u>	Date
/s/ M. Allison Steiner, Authorized Signatory for Rhone Capital III L.P.	07/19/2013
<u>**Signature of Reporting Person</u>	Date
/s/ M. Allison Steiner, Authorized Signatory for Rhone Group L.L.C.	07/19/2013
<u>**Signature of Reporting Person</u>	Date
/s/ M. Allison Steiner, Authorized Signatory for Worldwide Beauty GP L.L.C.	07/19/2013
<u>**Signature of Reporting Person</u>	Date
/s/ M. Allison Steiner, Authorized Signatory for Worldwide Beauty Offshore L.P.	07/19/2013
<u>**Signature of Reporting Person</u>	Date
/s/ M. Allison Steiner, Authorized Signatory for Worldwide Beauty Onshore L.P.	07/19/2013
<u>**Signature of Reporting Person</u>	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) Following the disposition of 951,087 shares of Class B Common Stock reported in Table I, Worldwide Beauty Onshore L.P. and Worldwide Beauty Offshore L.P. hold directly 19,429,348 shares of Class B Common Stock.

Worldwide Beauty GP L.L.C. is the General Partner of Worldwide Beauty Onshore L.P. and Worldwide Beauty Offshore L.P. and,
- (2) following the disposition of 951,087 shares of Class B Common Stock reported in Table I, may be deemed to be the beneficial owner of 19,429,348 shares of Class B Common Stock.
- (3) Rhone Capital III L.P. is the sole member of Worldwide Beauty GP L.L.C. and, following the disposition of 951,087 shares of Class B Common Stock reported in Table I, may be deemed to be the beneficial owner of 19,429,348 shares of Class B Common Stock.

Rhone Holdings III L.L.C. is the General Partner of Rhone Capital III L.P. and, following the disposition of 951,087 shares of Class B Common Stock reported in Table I, may be deemed to be the beneficial owner of 19,429,348 shares of Class B Common Stock.
- (4) Rhone Capital L.L.C. is the sole member of Rhone Holdings III L.L.C. and, following the disposition of 951,087 shares of Class B Common Stock reported in Table I, may be deemed to be the beneficial owner of 19,429,348 shares of Class B Common Stock.

This Statement is being filed by Rhone Capital L.L.C., Rhone Holdings III L.L.C., Rhone Capital III L.P., Rhone Group L.L.C., Worldwide Beauty GP L.L.C., Worldwide Beauty Offshore L.P. and Worldwide Beauty Onshore L.P. (collectively, the "Reporting Persons"). The principal business address of each Reporting Person is 630 Fifth Ave, 27th Floor, New York, New York 10111. One or
- (5) more of the Reporting Persons are party to a stockholders agreement that relates to the voting of the shares covered by this Report and, as such, may be deemed to be a member, or members, of a group holding over 10% of the outstanding Common Stock of the Issuer for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934. The filing of this Report is not an admission that the Reporting Persons are members of a group or beneficial owners of any shares other than those in which they have a pecuniary interest.

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.