

COTY INC.
Form 4
June 17, 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 *
Lacassagne Geraud-Marie

(Last) (First) (Middle)

2 PARK AVENUE

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

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

COTY INC. [COTY]

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

04/23/2013

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 of Human Resources

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 ⁽¹⁾	04/23/2013		M	50,000 A \$ 3.4	176,750	D	
Class A common stock ⁽¹⁾	04/23/2013		F	10,000 D \$ 17	166,750	D	
Class A common stock ⁽¹⁾	04/23/2013		D	40,000 D \$ 17	126,750	D	
Class A common	06/13/2013		M	62,500 A <u>(3)</u>	189,250	D	

stock ⁽²⁾

Class A

common 06/13/2013

F 5,531 D \$ 17.5 183,719 D

stock ⁽²⁾

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (right to buy) ⁽¹⁾	\$ 3.4	04/23/2013		M	50,000	09/15/2008 09/15/2013	Class A common stock	50,000
IPO Units ⁽²⁾	⁽³⁾	06/13/2013		M	62,500	⁽³⁾ ⁽³⁾	Class A common stock	62,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lacassagne Geraud-Marie 2 PARK AVENUE NEW YORK, NY 10016	SVP of Human Resources

Signatures

/s/ Nina Ayer,
Attorney-in-Fact 06/17/2013

^{**}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) The transactions represent exercises of vested stock options for cash.
- (2) The transactions represent vesting and settlement of IPO Units on June 13, 2013, and withholding of shares of Class A common stock upon settlement to pay withholding taxes.
- (3) Upon vesting, each IPO Unit settles for one share of Class A common stock of Coty Inc. The remaining IPO Units vest on June 13, 2014.

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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