

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Shaefer Peter

(Last) (First) (Middle)

2 PARK AVENUE, COTY INC.

(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)

01/17/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SVP, Strat. Business Developme

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⁾	01/17/2013		A	6,575	A \$ 15.25	66,175	D
Class A common stock ⁽²⁾	06/13/2013		M	40,000	A ⁽³⁾	106,175	D
Class A common stock ⁽²⁾	06/13/2013		F	18,660	D \$ 17.5	87,515	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units ⁽¹⁾	<u>(4)</u>	01/17/2013		A	1,644	<u>(4)</u> <u>(4)</u>	Class A common stock 1,644
IPO Units ⁽²⁾	<u>(3)</u>	06/13/2013		M	40,000	<u>(3)</u> <u>(3)</u>	Class A common stock 40,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Shaefer Peter 2 PARK AVENUE COTY INC. NEW YORK, NY 10016	SVP, Strat. Business Developme

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 the reporting person's investment in Coty Inc.'s Platinum Program and the receipt of Restricted Stock Units to match the reporting person's investment.
- (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.
- (4)

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Upon vesting, each Restricted Stock Unit settles for one share of Class A common stock of Coty Inc. 1,644 Restricted Stock Units acquired on January 17, 2013 vest on January 17, 2018. In addition, 37,000 Restricted Stock Units vest on September 25, 2017.

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.