

COTY INC.  
Form 8-K  
November 09, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 9, 2016**

**Coty Inc.**

**(Exact Name of Registrant as Specified in its Charter)**

**DE**  
**(State or other Jurisdiction**

**of Incorporation)**

**001-35964**  
**(Commission**

**File Number)**

**13-3823358**  
**(I.R.S. Employer**

**Identification No.)**

**350 Fifth Avenue**

**10118**

**New York, NY**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (212) 389-7300**

**(Former name or former address, if changed from last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01. Regulation FD Disclosure.**

Coty Inc. (the Company) is providing supplemental unaudited historical combined financial information regarding the financial performance of the combined company following the close of the transaction to acquire certain assets and liabilities relating to The Procter & Gamble Company's global fine fragrances, salon professional, cosmetics and retail hair color businesses, along with select hair styling brands (the P&G Specialty Beauty Business). The supplemental unaudited historical combined financial information is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

The Company is including non-GAAP financial information in the supplemental unaudited historical combined financial information. Reconciliation of these non-GAAP financial measures to the nearest comparable GAAP financial measures are contained in the supplemental unaudited historical combined financial information attached as Exhibit 99.1.

**Forward-Looking Statements**

Certain statements in this communication are forward-looking statements. These forward-looking statements reflect the Company's current views with respect to the financial performance of the combined company following the close of the transaction to acquire the P&G Specialty Beauty Business. These forward-looking statements are generally identified by words or phrases, such as anticipate, expect, should, would, could, intend, plan, project, will, opportunity, potential, and similar words or phrases. Actual results may differ materially from the results predicted due to risks and uncertainties including inaccuracies in our assumptions in evaluating the transaction, difficulties in integrating the P&G Specialty Beauty Business into the Company and other difficulties in achieving the expected benefits of the transaction. All statements in this communication, other than those relating to historical information or current conditions, are forward-looking statements. We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the control of the Company, which could cause actual results to differ materially from such statements.

Risks and uncertainties relating to the proposed transaction include, but are not limited to: economic conditions with respect to the markets in which the Company operates; competitive responses to the transaction; litigation or investigations involving governmental authorities relating to the transaction; uncertainty of the expected financial performance of the Company and the P&G Specialty Beauty Business; the ability of the Company to achieve market expansion contemplated by the transaction within the expected time frame; the ability of Coty to promptly and effectively integrate and manage the P&G Specialty Beauty Business; the effects of the business combination of the Company and P&G Specialty Beauty Business, including the Company's future financial condition, operating results, strategy and plans; and disruption from the transaction making it more difficult to maintain relationships with customers, employees or suppliers.

The foregoing review of important factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included elsewhere. More information about potential risks and uncertainties that could affect the Company's business and financial results is included under "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2016, and other periodic reports the Company has filed and may file with the Securities and Exchange Commission from time to time. Any forward-looking statements made in this communication are qualified in their entirety by these cautionary statements, and there can be no assurance that the actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, us or our business or operations. Except to the extent required by applicable law, the Company undertakes no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	Supplemental unaudited historical combined financial information.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COTY INC.  
(Registrant)

Date: November 9, 2016

By: /s/ Patrice de Talhouët  
Name: Patrice de Talhouët  
Title: Chief Financial Officer

**COTY INC.**

**EXHIBIT INDEX**

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