

COTY INC.
Form 4
June 17, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Macchio Ralph

(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)
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 below) ___ Other (specify below)
SVP Global Research & Dev., CSO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A common stock ⁽¹⁾	01/17/2013		A		1,433 A \$ 15.25	26,433	D
Class A common stock ⁽²⁾	04/23/2013		M		100,000 A \$ 10.2	126,433	D
Class A common stock ⁽²⁾	04/23/2013		F		60,000 D \$ 17	66,433	D
Class A common	04/23/2013		D		40,000 D \$ 17	26,433	D

stock ⁽²⁾

Class A
common stock ⁽³⁾ 06/13/2013 M 40,000 A ⁽⁴⁾ 66,433 D

Class A
common stock ⁽³⁾ 06/13/2013 F 18,029 D \$ 17.5 48,404 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Restricted Stock Units ⁽¹⁾	⁽⁵⁾	01/17/2013		A	478	⁽⁵⁾ ⁽⁵⁾	Class A common stock 47
Stock Options (right to buy) ⁽²⁾	\$ 10.2	04/23/2013		M	100,000	09/10/2012 09/10/2017	Class A common stock 100,
IPO Units ⁽³⁾	⁽⁴⁾	06/13/2013		M	40,000	⁽⁴⁾ ⁽⁴⁾	Class A common stock 40,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Macchio Ralph 2 PARK AVENUE NEW YORK, NY 10016			SVP Global Research & Dev.,CSO	

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 receipt of Restricted Stock Units to match the reporting person's investment.
 - (2) The transactions represent exercises of vested options for cash.
 - (3) 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.
 - (4) 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.
 - (5) Upon vesting, each Restricted Stock Unit settles for one share of Class A common stock of Coty Inc. 478 Restricted Stock Units acquired on January 17, 2013 vest on January 17, 2018. In addition, 37,500 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.

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