

COTY INC.
Form 4
July 19, 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 *
JAB Holdings II B.V.

2. Issuer Name and Ticker or Trading Symbol
COTY INC. [COTY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
OUDEWEG 147
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/17/2013

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

HAARLEM THE
NETHERLANDS 2031 CC

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A common stock ⁽¹⁾	07/17/2013		C		6,097,826	A	<u>(2)</u>
Class A common stock ⁽¹⁾	07/17/2013		S ⁽³⁾		6,097,826	D	\$ 16.8875
					0		

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
Class B common stock ⁽¹⁾	<u>(2)</u>	07/17/2013		C	6,097,826	<u>(2)</u>	<u>(2)</u>	Class A common stock	6,097,826

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAB Holdings II B.V. OUDEWEG 147 HAARLEM THE NETHERLANDS 2031 CC		X		
Donata Holding SE ROOSEVELTPLATZ 4-5 / TOP 10 VIENNA AUSTRIA A-1090		X		
Parentes Holding SE ROOSEVELTPLATZ 4-5 / TOP 10 VIENNA AUSTRIA A-1090		X		
JAB Holdings B.V. OUDEWEG 147 HAARLEM THE NETHERLANDS 2031 CC		X		

Signatures

/s/ Anja Schafer, Attorney-in-Fact 07/19/2013
 **Signature of Reporting Person Date

/s/ Constantin Thun-Hohenstein, Attorney-in-Fact 07/19/2013
 **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) This Statement is being filed by JAB Holdings II B.V. ("JAB II"), JAB Holdings B.V. ("JAB"), Parentes Holding SE ("Parentes") and Donata Holding SE ("Donata" and, together with JAB II, JAB and Parentes, the "Reporting Persons"). JAB II is an indirect subsidiary of each of Parentes and Donata. JAB is an indirect subsidiary of Parentes and a direct stockholder of JAB II. Other intervening subsidiaries are Donata Holdings B.V., Joh. A. Benckiser s.a r.l., and JAB Investments s.a r.l. JAB, Donata and Parentes are indirect beneficial owners of the reported securities, and each disclaims a pecuniary interest in the reported securities except to the extent of its interest therein. The

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address of Donata and Parentes is: Rooseveltplatz 4-5 / Top 10, A-1090 Vienna, Austria. JAB's address is the same as JAB II's.

- (2) Class B Common Stock is convertible to Class A common stock at any time on a one-for-one basis and has no expiration date. The Class B shares converted to Class A shares upon being transferred pursuant to settlement of the sale described in footnote (3).
- (3) The 6,097,826 shares were sold to the underwriters party to an underwriting agreement dated June 12, 2013 pursuant to the exercise of their over-allotment option.

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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