

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 *
Semerari Renato

(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)

President of Coty Beauty

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	250,000	A \$ 4.45	295,000	D
Class A common stock ⁽¹⁾	04/23/2013		F	65,442	D \$ 17	229,558	D
Class A common stock ⁽¹⁾	04/23/2013		D	173,953	D \$ 17.5	55,605	D
Class A common	06/13/2013		M	200,000	A ⁽³⁾	255,605	D

stock ⁽²⁾

Class A

common	06/13/2013	F	34,940	D	\$	220,665	D
stock ⁽²⁾					17.5		

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options (right to buy) <u>(1)</u>	\$ 4.45	04/23/2013		M		250,000		05/01/2012	05/01/2019	Class A common stock	250,000
Restricted Stock Units <u>(4)</u>	<u>(4)</u>	04/23/2013		A		3,171		<u>(4)</u>	<u>(4)</u>	Class A common stock	3,171
IPO Units <u>(2)</u>	<u>(3)</u>	06/13/2013		M		200,000		<u>(3)</u>	<u>(3)</u>	Class A common stock	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Semerari Renato 2 PARK AVENUE NEW YORK, NY 10016	President of Coty Beauty

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 9,513 Restricted Shares of Class A common stock under Coty Inc.'s Platinum Program, 1,092 shares of Class A common stock and 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. Upon vesting, each Restricted Stock Unit settles for one share of Class A common stock of Coty Inc. The Restricted Stock Units acquired
- (4) on April 23, 2013 vest on April 23, 2018 and match the reporting person's investment in Coty Inc.'s Platinum Program. In addition, 30,000 Restricted Stock Units vest on June 12, 2014, and 220,000 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.

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