

COTY INC.

Form 4

January 21, 2014

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JAB Holdings B.V.

(Last) (First) (Middle)

OUDEWEG 147

(Street)

HAARLEM THE  
NETHERLANDS 2031 CC

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

COTY INC. [COTY]

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

01/20/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ 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)
			(A) or (D)	Code V Amount Price			

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De
---------------------------------------	------------------------------	---	---	------------------------	-----------------	--	---	-------

# Edgar Filing: COTY INC. - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Class B Common Stock <sup>(1)</sup> (2)	<u>(3)</u>						<u>(3)</u>	<u>(3)</u>	Class A Common Stock	263,752,817		

## Reporting Owners

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

## Signatures

/s/ Joachim Creus,  
Attorney-in-Fact 01/21/2014

  Signature of Reporting Person Date

Constantin Thun-Hohenstein 01/21/2014

  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).

This Statement is being filed by JAB Holdings B.V. ("JAB"), Parentes Holding SE ("Parentes") and Donata Holding SE ("Donata" and, together with JAB and Parentes, the "Reporting Persons"). JAB is an indirect subsidiary of Parentes and Donata. Other intervening subsidiaries are Donata Holdings B.V. ("Donata Holdings"), JAB Holding Company S.a.r.l. ("JAB Holding Company", previously Joh. A. Benckiser S.a.r.l.) and JAB Investments s.a r.l. 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.

On January 20, 2014, Donata Holdings contributed all its shares in JAB Holdings II, B.V. ("JAB II") to JAB in exchange for newly-issued shares of JAB Holding Company. After the contribution, JAB II was merged into JAB. JAB II ceased to exist on January 20, 2014 at midnight, as a result of the merger.

## Edgar Filing: COTY INC. - Form 4

(3) 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.

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.