

COTY INC.
Form 4
April 10, 2015

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 Cosmetics 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)
04/08/2015

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

HAARLEM, P7 2031 CC

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| Class B Common Stock, par value \$0.01 per share | 04/08/2015 | | S | 215,307 (1) | \$ 23.2227 | D | 262,105,939 (2) |

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

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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 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JAB Cosmetics B.V. OUDEWEG 147 HAARLEM, P7 2031 CC | | X | | |
| Agnaten SE ROOSEVELTPLATZ 4-5 TOP 10 VIENNA, C4 A-1090 | | X | | |
| Lucesca SE ROOSEVELTPLATZ 4-5 TOP 10 VIENNA, C4 A-1090 | | X | | |
| JAB Holdings B.V. OUDEWEG 147 HAARLEM, P7 2031 CC | | X | | |

Signatures

| | |
|--|------------|
| /s/ Joachim Creus and /s/ Markus Hopmann as Managing Directors | 04/10/2015 |
| **Signature of Reporting Person | Date |
| /s/ Joachim Creus and /s/ Markus Hopmann as Authorized Representatives | 04/10/2015 |
| **Signature of Reporting Person | Date |
| /s/ Constantin Thun-Hohenstein and /s/ Dietmar Guetter as Authorized Representatives | 04/10/2015 |
| **Signature of Reporting Person | Date |
| /s/ Joachim Creus and /s/ Markus Hopmann as Managing Directors | 04/10/2015 |

__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) Class B Common Shares, which automatically convert into Class A Common Shares upon disposition.

(2) 262,321,246 Class B Common Shares.

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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