

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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**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 \*  
**Kaufman Jules**

(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  
 Officer (give title below)  Other (specify below)  
**SVP General Counsel, Secretary**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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	(A) or (D)	Price
Class A common stock <sup>(1)</sup>	01/17/2013		A		3,277	A	\$ 15.25
Class A common stock <sup>(2)</sup>	06/13/2013		M		62,500	A	<u>(3)</u> 193,527
Class A common stock <sup>(2)</sup>	06/13/2013		F		26,545	D	\$ 17.5 166,982

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
Restricted Stock Units <sup>(1)</sup>	<u>(4)</u>	01/17/2013		A	1,092	<u>(4)</u>	<u>(4)</u>	Class A common stock	1,092
IPO Units <sup>(2)</sup>	<u>(3)</u>	06/13/2013		M	62,500	<u>(3)</u>	<u>(3)</u>	Class A common stock	62,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kaufman Jules 2 PARK AVENUE NEW YORK, NY 10016			SVP General Counsel, Secretary	

## 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 the receipt of Restricted Stock Units to match the reporting person's investment.
- (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.
- (4) Upon vesting, each Restricted Stock Unit settles for one share of Class A common stock of Coty Inc. 1,092 Restricted Stock Units acquired on January 17, 2013 vest on January 17, 2018. In addition, 36,750 Restricted Stock Units vest on March 2, 2014 and 37,500

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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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