

COTY INC.  
Form 4  
October 01, 2014

**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 \*  
Scannavini Michele

(Last) (First) (Middle)  
COTY INC., 350 FIFTH AVENUE  
(Street)

NEW YORK, NY 10118

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/29/2014

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)  
Former CEO and director

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A common stock <sup>(1)</sup>	09/29/2014		M		404,700	A	\$ 10.2
Class A common stock <sup>(1)</sup>	09/29/2014		M		200,000	A	\$ 8.25
Class A common stock <sup>(1)</sup>	09/29/2014		M		300,000	A	\$ 6.4
Class A common	09/29/2014		M		520,000	A	\$ 9.2

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stock <sup>(1)</sup>

Class A common stock <sup>(1)</sup>	09/29/2014		D	2,441,700	D	\$ 17.214	30,000	D
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Class A common stock <sup>(2)</sup>	09/30/2014		D	30,000	D	\$ 0	0	D
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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
Stock Option (right to buy) <sup>(1)</sup>	\$ 10.2	09/29/2014		M	404,700	<sup>(3)</sup> 12/29/2014	Class A common stock 404
Stock Option (right to buy) <sup>(1)</sup>	\$ 8.25	09/29/2014		M	200,000	09/08/2014 <sup>(3)</sup> 12/29/2014	Class A common stock 200
Stock Option (right to buy) <sup>(1)</sup>	\$ 6.4	09/29/2014		M	300,000	01/07/2014 <sup>(3)</sup> 12/29/2014	Class A common stock 300
Stock Option (right to buy) <sup>(1)</sup>	\$ 9.2	09/29/2014		M	520,000	09/29/2014 <sup>(3)</sup> 12/29/2014	Class A common stock 520
Stock Option (right to buy) <sup>(2)</sup>	\$ 9.2	09/30/2014		D	291,660	12/03/2015 01/10/2020	Class A common stock 291

Stock Option (right to buy) <sup>(2)</sup>	\$ 10.5	09/30/2014	D	600,000	09/22/2016	09/22/2021	Class A common stock	600
Stock Option (right to buy) <sup>(2)</sup>	\$ 10.5	09/30/2014	D	291,163	01/10/2017	01/10/2022	Class A common stock	291
Restricted Stock Units <sup>(2)</sup>	<sup>(2)</sup>	09/30/2014	D	524,662	<sup>(2)</sup>	<sup>(2)</sup>	Class A common stock	524

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scannavini Michele COTY INC. 350 FIFTH AVENUE NEW YORK, NY 10118			Former CEO and director	

## Signatures

/s/ Michelle Garcia, 10/01/2014  
 Attorney-in-Fact

<sup>(2)</sup>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).
- On September 29, 2014, the issuer and the reporting person entered into an agreement (the "Agreement") requiring the reporting person to sell, and the issuer to purchase, all of the Class A Common Stock of the issuer held directly or indirectly by the reporting person, including any shares of Class A Common Stock issuable upon exercise of outstanding stock options (the "Shares").
- (1) The sale of the Shares must occur on or prior to January 27, 2015, and the price per share shall be \$17.2140, which is the average closing price of the issuer's Class A Common Stock on the New York Stock Exchange for the five business days prior to September 29, 2014. A portion of the Shares will be sold for the payment of withholding taxes and the exercise price of the stock options.
  - (2) The transactions represent forfeiture of shares of restricted stock, restricted stock units and matching stock options under the issuer's equity compensation plans. The equity was forfeited upon the effectiveness of the reporting person's resignation as CEO.
  - (3) The stock options will expire on December 29, 2014 and are exercisable at any time prior to expiration. The 520,000 stock options with an exercise price of \$9.20 vested on September 29, 2014 pursuant to the Agreement.

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.