

COTY INC.  
Form 4  
October 06, 2016

**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 \*  
Moreau Sylvie

(Last) (First) (Middle)  
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)  
10/04/2016

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)

President, Professional Beauty

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)
				(A) or (D) Code V Amount (D) Price			
Class A common stock	10/04/2016		J <sup>(1)</sup>	2,483 A <u>(1)</u>	2,483	D	

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)**

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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. P Den Sec (Ins				
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	10/05/2016		A	39,952	(2)	(2)				Class A common stock	39,952

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moreau Sylvie 350 FIFTH AVENUE NEW YORK, NY 10118			President, Professional Beauty	

## Signatures

/s/ Nina Ayer,  
Attorney-in-fact  
Date: 10/06/2016

\*\*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).
- Pursuant to the Transaction Agreement, dated July 8, 2015, by and among Issuer, The Procter & Gamble Company ("P&G"), Galleria Co. ("Galleria") and Green Acquisition Sub Inc., P&G commenced an exchange offer (the "Offer") for the separation of Galleria, a wholly owned subsidiary of P&G, pursuant to which, Galleria common stock was converted into the right to receive one share of Issuer's Class A common stock ("Merger"). Pursuant to the Offer and Merger, participating P&G shareholders received 3.9033 shares of Issuer's Class A common stock for each P&G share tendered in the Offer, subject to proration. The Reporting Person tendered her P&G shares for exchange in the Offer, which expired at 12:00 AM, New York City time at the end of September 29, 2016. On October 4, 2016, the guaranteed delivery period for the Offer ended and the final proration factor of 15.0123% for the Offer was calculated. The Reporting Person received 2,483 shares of Class A Common Stock in the Offer and Merger.
- (1) Upon vesting, each Restricted Stock Unit settles for one share of Class A Common Stock of the Issuer. The Restricted Stock Units vest on October 5, 2021.
- (2) Upon vesting, each Restricted Stock Unit settles for one share of Class A Common Stock of the Issuer. The Restricted Stock Units vest on October 5, 2021.

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.