

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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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 \*  
Shiah James E.

(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)  
04/23/2013

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, Chief Acct. & Compl. Off.

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>	04/23/2013		M		121,150	A	\$ 10.2
Class A common stock <sup>(1)</sup>	04/23/2013		F		72,690	D	\$ 17
Class A common stock <sup>(1)</sup>	04/23/2013		D		48,460	D	\$ 17
Class A common	04/23/2013		M		43,000	A	\$ 10.2

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stock <sup>(1)</sup>								
Class A common stock <sup>(1)</sup>	04/23/2013		F	25,800	D	\$ 17	36,200	D
Class A common stock <sup>(1)</sup>	04/23/2013		D	17,200	D	\$ 17	19,000	D
Class A common stock <sup>(2)</sup>	06/13/2013		M	25,000	A	(3)	44,000	D
Class A common stock <sup>(2)</sup>	06/13/2013		F	12,918	D	\$ 17.5	31,082	D

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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy) <sup>(1)</sup>	\$ 10.2	04/23/2013		M		121,150	11/01/2012	11/01/2017	Class A common stock	121,150
Stock Options (right to buy) <sup>(1)</sup>	\$ 10.2	04/23/2013		M		43,000	09/10/2012	09/10/2017	Class A common stock	43,000
IPO Units <sup>(2)</sup>	(3)	06/13/2013		M		25,000	(3)	(3)	Class A common stock	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shiah James E. 2 PARK AVENUE NEW YORK, NY 10016			SVP, Chief Acct. & Compl. Off.	

## 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 exercises of vested stock options for cash.
- (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.

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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