

COTY INC.
Form 4
October 04, 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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2016

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

OUDEWEG 147,
(Street)

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

HAARLEM, P7 2031 CC
(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock, par value \$0.01 per share	09/30/2016		C(1)		262,062,370	A	(1)
					271,118,041	D	(2)

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

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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 Number Shares
Class B Common Stock, par value \$0.01 per share	(1)	09/30/2016		C	262,062,370	(1) (1)	Class A Common Stock, par value \$0.01 per share 262,062,370

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	10/04/2016
**Signature of Reporting Person	Date
/s/ Joachim Creus and /s/ Markus Hopmann as Authorized Representatives	10/04/2016
**Signature of Reporting Person	Date
/s/ Constantin Thun-Hohenstein and /s/ Dietmar Guetter as Authorized Representatives	10/04/2016
**Signature of Reporting Person	Date
/s/ Joachim Creus and /s/ Markus Hopmann as Managing Directors	10/04/2016

__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).
- (1) Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis. Such share conversion is exempt from registration under the Securities Act of 1933, as amended, by reason of the exemption provided in Section 3(a)(9) thereunder.

This Statement is being filed by JAB Cosmetics B.V. ("JAB Cosmetics"), JAB Holdings B.V. ("JAB Holdings"), Agnaten SE ("Agnaten") and Lucrezca SE ("Lucrezca" and, together with JAB Cosmetics, JAB Holdings and Agnaten, the "Reporting Persons"). JAB

- (2) Cosmetics is an indirect subsidiary of each of Agnaten and Lucrezca. JAB Holdings is an indirect subsidiary of each of Agnaten and Lucrezca and a direct stockholder of JAB Cosmetics. Other intervening subsidiaries are Donata Holdings B.V., JAB Holding Company s.a r.l., and JAB Investments s.a r.l. JAB, Agnaten and Lucrezca are indirect beneficial owners of the reported securities, and each disclaims a pecuniary interest in the reported securities except to the extent of its interest therein.

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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