

COTY INC.  
Form SC 14D9/A  
April 16, 2019

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14D-9**  
**(Rule 14d-101)**

**Solicitation/Recommendation Statement**  
**Under Section 14(d)(4) of the Securities Exchange Act of 1934**  
**(Amendment No. 5)**

**Coty Inc.**  
**(Name of Subject Company)**

**Coty Inc.**  
**(Name of Persons Filing Statement)**

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**Class A Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**222070203**

**(CUSIP Number of Class of Securities)**

**Greerson G. McMullen**

**Chief Legal Officer, General Counsel and Secretary**

**Coty Inc.**

**350 Fifth Avenue**

**New York, New York 10118**

**(212) 389-7300**

**(Name, address, and telephone number of person authorized to receive notices and communications  
on behalf of the persons filing statement)**

*Copies to:*

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 5 (this **Amendment** ) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended or supplemented from time to time, including pursuant to this Amendment, the **Schedule 14D-9** ) originally filed by Coty Inc., a Delaware corporation (the **Company** ), with the Securities and Exchange Commission (the **SEC** ) on February 27, 2019. Except to the extent specifically provided in this Amendment, the information set forth in the Schedule 14D-9 is not being amended hereby. Capitalized terms used in this Amendment but not defined shall have the meanings specified in the Schedule 14D-9.

**Item 2. Identity and Background of Filing Person.**

*Item 2. Identity and Background of Filing Person is hereby amended as follows:*

The third sentence in the first paragraph under the section entitled *Tender Offer* is hereby amended and restated in its entirety as follows:

According to the Schedule TO, on April 1, 2019, Offeror announced an extension of the Offer from 5:00 P.M., New York City Time, on March 29, 2019 to 5:00 P.M., New York City Time, on April 15, 2019. On April 16, 2019, Offeror announced a further extension of the Offer from 5:00 P.M., New York City Time, on April 15, 2019 to 5:00 P.M., New York City Time, on April 18, 2019 (the **Expiration Date** ), unless the Offer is further extended or earlier terminated in accordance with the terms of the Offer to Purchase.

Additionally, the section entitled *Tender Offer* is hereby amended and supplemented to include the following sentence:

On April 16, 2019, the Company issued a press release noting Offeror's extension of the Offer. A copy of the press release is hereby furnished as Exhibit (a)(4) to this Amendment.

**Item 9. Materials to be Filed as Exhibits.**

*Item 9. Materials to be Filed as Exhibits is hereby amended and supplemented by adding the following exhibit to the exhibit index:*

**Exhibit**

<b>No.</b>	<b>Document</b>
(a)(4)	Press Release dated April 16, 2019.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Coty Inc.**

By: /s/ Greerson G. McMullen  
Greerson G. McMullen  
Chief Legal Officer, General Counsel and Secretary

Dated: April 16, 2019