

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 \*  
Shaefer Peter

(Last) (First) (Middle)  
2 PARK AVENUE, COTY INC.  
  
(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)  
01/17/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
SVP, Strat. Business Developme

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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>	01/17/2013		A		6,575	A	\$ 15.25
Class A common stock <sup>(2)</sup>	06/13/2013		M		40,000	A	<u>(3)</u> 106,175
Class A common stock <sup>(2)</sup>	06/13/2013		F		18,660	D	\$ 17.5 87,515

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units <sup>(1)</sup>	<sup>(4)</sup>	01/17/2013		A	1,644	<sup>(4)</sup> <sup>(4)</sup>	Class A common stock 1,644
IPO Units <sup>(2)</sup>	<sup>(3)</sup>	06/13/2013		M	40,000	<sup>(3)</sup> <sup>(3)</sup>	Class A common stock 40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shaefer Peter 2 PARK AVENUE COTY INC. NEW YORK, NY 10016			SVP, Strat. Business Developme	

## 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 the reporting person's investment in Coty Inc.'s Platinum Program and the receipt of Restricted Stock Units to match the reporting person's investment.

(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.

(4)

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Upon vesting, each Restricted Stock Unit settles for one share of Class A common stock of Coty Inc. 1,644 Restricted Stock Units acquired on January 17, 2013 vest on January 17, 2018. In addition, 37,000 Restricted Stock Units vest on September 25, 2017.

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.