

COTY INC.
Form 4
June 20, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 Holdings II 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)

OUDEWEG 147

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/18/2013

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

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HAARLEM THE
NETHERLANDS 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A common stock ⁽¹⁾	06/18/2013		C		43,555,901	A	②
Class A common stock ⁽¹⁾	06/18/2013		C		43,555,901	D	\$ 16.8875
					0		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Number of Shares
Class B common stock ⁽¹⁾	<u>(2)</u>	06/18/2013		C		<u>(2)</u>	<u>(2)</u>	Class A common stock	43,555,901
Obligation to Sell ⁽¹⁾ ⁽³⁾	\$ 16.8875	06/18/2013		C		06/18/2013	<u>(3)</u>	Class A common stock	43,555,901

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAB Holdings II B.V. OUDEWEG 147 HAARLEM THE NETHERLANDS 2031 CC		X		
Donata Holding SE ROOSEVELTPLATZ 4-5 / TOP 10 VIENNA AUSTRIA A-1090		X		
Parentes Holding SE ROOSEVELTPLATZ 4-5 / TOP 10 VIENNA AUSTRIA A-1090		X		
JAB Holdings B.V. OUDEWEG 147 HAARLEM THE NETHERLANDS 2031 CC		X		

Signatures

/s/ Joachim Creus,
Attorney-in-Fact 06/20/2013

**Signature of Reporting Person Date

/s/ Markus Hopmann,
Attorney-in-Fact 06/20/2013

**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).

This Statement is being filed by JAB Holdings II B.V. ("JAB II"), JAB Holdings B.V. ("JAB"), Parentes Holding SE ("Parentes") and Donata Holding SE ("Donata" and, together with JAB II, JAB and Parentes, the "Reporting Persons"). JAB II is an indirect subsidiary of each of Parentes and Donata. JAB is an indirect subsidiary of Parentes and a direct stockholder of JAB II. Other intervening subsidiaries are Donata Holdings B.V., Joh. A. Benckiser s.a r.l., and JAB Investments s.a r.l. JAB, Donata and Parentes 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. The address of Donata and Parentes is: Rooseveltplatz 4-5 / Top 10, A-1090 Vienna, Austria. JAB's address is the same as JAB II's.

- (1) Class B Common Stock is convertible to Class A common stock at any time on a one-for-one basis and has no expiration date. The Class B shares converted to Class A shares upon being transferred pursuant to settlement of an underwriting agreement dated June 12, 2013.

Pursuant to an underwriting agreement dated June 12, 2013, JAB II was obligated to sell 43,555,901 shares of Class A common stock to the underwriters party to such agreement. The underwriting agreement did not specify a specific expiration date upon which the underwriters' right to purchase the shares terminated. The Class B shares converted to Class A shares upon being transferred pursuant to settlement of the underwriting agreement.

- (3) Pursuant to an underwriting agreement dated June 12, 2013, JAB II was obligated to sell 43,555,901 shares of Class A common stock to the underwriters party to such agreement. The underwriting agreement did not specify a specific expiration date upon which the underwriters' right to purchase the shares terminated. The Class B shares converted to Class A shares upon being transferred pursuant to settlement of the underwriting agreement.

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.