COTY INC. Form 4 June 11, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

Expires:

January 31, 2005

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0.5 response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Shiah James E.			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	(Check all applicable)			
COTY INC.,	350 FIFTH	AVENUE	(Month/Day/Year) 06/09/2014	Director 10% OwnerX Officer (give title Other (specify below) SVP, Chief Acct. & Compl. Off.			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW YORK	, NY 10118		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ble I - Non-	-Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie order Dispose (Instr. 3, 4	d of ((D)	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)
Class A common stock	06/09/2014		M		A	\$ 10.2	81,813	D	
Class A common stock	06/09/2014		M	49,213	A	\$ 6.4	131,026	D	
Class A common stock	06/09/2014		S	96,213	D	\$ 17.8079 <u>(1)</u>	34,813	D	
Class A common	06/10/2014		M	50,787	A	\$ 6.4	85,600	D	

stock

Class A common stock	06/10/2014	M	10,000	A	\$ 6.4	95,600	D
Class A common stock	06/10/2014	S	95,600	D	\$ 17.4503	0	D

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

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SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number of ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercis Expiration Dat (Month/Day/Y	e	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
Stock Option (right to buy)	\$ 10.2	06/09/2014		M	47	7,000	09/10/2012	09/10/2017	Class A common stock	47,000
Stock Option (right to buy)	\$ 6.4	06/09/2014		M	49	,213	01/07/2014	01/07/2019	Class A common stock	49,213
Stock Option (right to buy)	\$ 6.4	06/10/2014		M	50),787	01/07/2014	01/07/2019	Class A common stock	50,787
Stock Option (right to buy)	\$ 6.4	06/10/2014		M	10),000	03/02/2014	03/09/2019	Class A common stock	10,000
Stock Option (right to	\$ 9.2	06/10/2014		D	15	5,000	12/03/2015	12/03/2020	Class A common stock	15,000

buy) (3)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Shiah James E. COTY INC. 350 FIFTH AVENUE NEW YORK, NY 10118

SVP, Chief Acct. & Compl. Off.

Signatures

/s/ Nina Ayer, Attorney-in-Fact 06/11/2014

**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).
 - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.63 to \$18.22, inclusive. The reporting person undertakes to provide to Coty Inc., any security holder of Coty Inc., or the staff of the
- (1) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote. A portion of the shares sold were for the payment of the exercise price of the Stock Options and related withholding taxes.
 - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.29 to \$17.88, inclusive. The reporting person undertakes to provide to Coty Inc., any security holder of Coty Inc., or the staff of the
- (2) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote. A portion of the shares sold were for the payment of the exercise price of the Stock Options and related withholding taxes.
- The transactions represent forfeiture of matching stock options ("Matching Equity") issued under the Company's executive ownership programs in connection with the purchase of shares of Common Stock by the reporting person. Matching Equity is forfeited if the reporting person sells shares to which the Matching Equity relates prior to the 5th anniversary of purchase.

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.

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