COTY INC. Form 4 November 17, 2016

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

OMB APPROVAL

OMB 3235-0287 Number: January 31, Expires:

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Moreau Sylvie

2. Issuer Name and Ticker or Trading Symbol

11/15/2016

5. Relationship of Reporting Person(s) to Issuer

COTY INC. [COTY]

(Check all applicable)

(Middle) (Last) (First)

(Street)

(State)

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

Director 10% Owner X_ Officer (give title Other (specify

President, Professional Beauty

below)

1-3 CHEMIN LOUIS-HUBERT, 1213

PETIT-LANCY

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

GENEVA, V8

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

(City)

| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Tra Co (In |
|--------------------------------------|--------------------------------------|------------------------|
| | | |

(Zip)

4. Securities Acquired ansaction(A) or Disposed of ode (D) (Instr. 3, 4 and 5) nstr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) (Instr. 3 and 4) Price

Class A common

stock

11/15/2016

Code V Amount (D) A 2,735

35,218

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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. | Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|----|-----------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|---------|----------|-------------|--------|
| D | erivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | int of | Derivative | Deriv |
| Se | ecurity | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | rlying | Security | Secui |
| (I | nstr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Secur | ities | (Instr. 5) | Bene |
| | | Derivative | | | | Securities | ; | | (Instr. | 3 and 4) | | Owne |
| | | Security | | | | Acquired | | | | | | Follo |
| | | | | | | (A) or | | | | | | Repo |
| | | | | | | Disposed | | | | | | Trans |
| | | | | | | of (D) | | | | | | (Instr |
| | | | | | | (Instr. 3, | | | | | | |
| | | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | Amount | | |
| | | | | | | | | | | Amount | | |
| | | | | | | | Date | Expiration | TC'41 | or | | |
| | | | | | | | Exercisable | Date | Title | Number | | |
| | | | | | C-1- V | (A) (D) | | | | of | | |
| | | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Moreau Sylvie 1-3 CHEMIN LOUIS-HUBERT 1213 PETIT-LANCY GENEVA, V8

President, Professional Beauty

Signatures

/s/ Michelle Garcia, Attorney-in-Fact

**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).

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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