

COTY INC.

Form 4

March 18, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Berkshire Partners LLC

(Last) (First) (Middle)

200 CLARENDON STREET, 35TH
FLOOR,

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
COTY INC. [COTY]

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| | | | Code | V | Amount (A) or (D) | Price | |
| Common Stock | 03/14/2014 | | J | | 5,850,414 (1) | D \$ 0 9,194,265 | I See Footnotes (2) (3) (7) |
| Common Stock | 03/14/2014 | | J | | 44,897 (1) | D \$ 0 70,560 | D (4) (7) |
| Common Stock | 03/14/2014 | | J | | 104,689 (1) | D \$ 0 164,523 | D (5) (7) |
| Common Stock | | | | | | 34,167 | I See Footnotes (6) (7) |

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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)

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Berkshire Partners LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116 | | X | | |
| Seventh Berkshire Associates LLC C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116 | | X | | |
| BPSP, L.P. C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116 | | X | | |
| BERKSHIRE FUND VII L.P. C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116 | | X | | |
| BERKSHIRE FUND VII-A L.P. C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116 | | X | | |

Berkshire Investors IV LLC
C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35TH FLOOR
BOSTON, MA 02116

X

Berkshire Investors III LLC
C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35TH FLOOR
BOSTON, MA 02116

X

Signatures

| | |
|---|------------|
| /s/ Sharlyn C. Heslam, Managing Director, Berkshire Partners LLC | 03/18/2014 |
| __Signature of Reporting Person | Date |
| /s/ Sharlyn C. Heslam, Managing Director, Berkshire Investors III LLC | 03/18/2014 |
| __Signature of Reporting Person | Date |
| /s/ Sharlyn C. Heslam, Managing Director, Seventh Berkshire Associates LLC | 03/18/2014 |
| __Signature of Reporting Person | Date |
| /s/ Sharlyn C. Heslam, Managing Director, Berkshire Partners Holdings LLC, the general partner of BPSP, L.P. | 03/18/2014 |
| __Signature of Reporting Person | Date |
| /s/ Sharlyn C. Heslam, Managing Director of Seventh Berkshire Associates LLC, the general partner of Berkshire Fund VII, L.P. | 03/18/2014 |
| __Signature of Reporting Person | Date |
| /s/ Sharlyn C. Heslam, Managing Director of Seventh Berkshire Associates LLC, the general partner of Berkshire Fund VII-A, L.P. | 03/18/2014 |
| __Signature of Reporting Person | Date |
| /s/ Sharlyn C. Heslam, Managing Director, Berkshire Investors IV LLC | 03/18/2014 |
| __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).
- (1) Represents a pro-rata distribution to partners and members and, with respect to certain Reporting Persons, includes subsequent distributions by the general partner or managing member to their respective partners or members.
Represents shares of Class B Common Stock held indirectly by Berkshire Partners LLC ("Berkshire Partners"), BPSP, L.P. ("BPSP") and Seventh Berkshire Associates LLC ("7BA"). Each share of Class B Common Stock is convertible to Class A Common Stock on a one-for-one basis. Berkshire Fund VII, L.P. ("Fund VII") distributed 4,928,935 shares and, following such distribution, owns 7,746,108 shares of Class B Common Stock. Berkshire Fund VII-A, L.P. ("Fund VII-A") distributed 921,479 shares and, following such distribution, owns 1,448,157 shares of Class B Common Stock. BPSP is the managing member of Berkshire Partners, the registered investment adviser to the Berkshire Entities (as defined below). 7BA is the sole general partner of Fund VII and Fund VII-A.
- (3) Berkshire Partners, BPSP and 7BA are under common control and may be deemed to be, but do not admit to being, a group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934. Each of Berkshire Partners, BPSP and 7BA disclaims beneficial ownership of any securities except to the extent of its pecuniary interest therein.
- (4) Represents shares of Class B Common Stock held directly by Berkshire Investors III LLC ("BI3"). BI3 may be deemed to be, but does not admit to being, a member of a group holding over 10% of the outstanding Common Stock of the Issuer for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.
- (5)

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Represents shares of Class B Common Stock held directly by Berkshire Investors IV LLC ("BI4" and together with Fund VII, Fund VII-A and BI3, the "Berkshire Entities"). BI4 may be deemed to be, but does not admit to being, a member of a group holding over 10% of the outstanding Common Stock of the Issuer for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.

- (6) Represents Class A Common Stock Restricted Stock Units in which Berkshire Partners has an economic interest and that were received by Bradley M. Bloom, a managing member of, or managing member of the general partner of, each of the Berkshire Entities, in connection with his service on the board of directors of the Issuer.

- (7) One or more of the Reporting Persons are party to a stockholders agreement that relates to the voting of the shares covered by this Report and, as such, may be deemed to be a member, or members, of a group holding over 10% of the outstanding Common Stock of the Issuer for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934. The filing of this Report is not an admission that the Reporting Persons are members of a group or beneficial owners of any shares other than those in which they have a pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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