

COTY INC.
Form 4
June 17, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Monaco Kevin

(Last) (First) (Middle)

2 PARK AVENUE

(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, Treasurer & IR

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Class A common stock ⁽¹⁾	01/17/2013		A		4,000	A	\$ 15.25	20,000	D
Class A common stock ⁽²⁾	06/13/2013		M		25,000	A	<u>(3)</u>	45,000	D
Class A common stock ⁽²⁾	06/13/2013		F		9,251	D	\$ 17.5	35,749	D

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Monaco Kevin 2 PARK AVENUE NEW YORK, NY 10016			SVP, Treasurer & IR	

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) Upon vesting, each Restricted Stock Unit settles for one share of Class A common stock of Coty Inc. 1,225 Restricted Stock Units acquired on January 17, 2013 vest on January 17, 2018. In addition, 36,750 Restricted Stock Units vest on March 2, 2014, and 37,500

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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.