COTY INC. Form 4

November 17, 2015

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 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 Fobligations 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).

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> Goudet Olivier

2. Issuer Name **and** Ticker or Trading Symbol

COTY INC. [COTY]

Relationship of Reporting Person(s) to Issuer

Iss

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 11/15/2015 _X_ Director _____ 10% Owner ____ Officer (give title _____ Other (specify below)

(Check all applicable)

11/13/2013

4. If Amendment, Date Original

 Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

(Instr. 4)

Person

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

350 FIFTH AVENUE, NY 10118

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed

2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or any Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Form Beneficially (D) Owned (I) Following (Ins

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

Estimated average

burden hours per

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

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SEC 1474 (9-02)

(Instr. 4)

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

1. Title of 2.
Derivative Conversion
Security or Exercise
(Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Da

3A. Deemed Execution Date, if any (Month/Day/Year) 4. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A)

6. Date Exercisable and Expiration Date (Month/Day/Year)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

1

8. F

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Derivative or Disposed of Security (D)

(Instr. 3, 4, and 5)

Code V (D) Date Expiration Title (A) Amount

Exercisable Date or

> Number of Shares

Restricted Class A

Stock (1) 11/15/2015 A 10,000 (1) (1) common 10,000

Units stock

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Goudet Olivier

X

350 FIFTH AVENUE, NY 10118

Signatures

/s/ Nina Ayer, 11/17/2015 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).
- Upon vesting, each Restricted Stock Unit will settle for one share of Class A Common Stock of Coty Inc. The Restricted Stock Units vest **(1)** on November 15, 2020.

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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