COTY INC. Form 4 March 16, 2017

### FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

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

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

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 Ad<br>McMullen G | •        | _    | 2. Issuer Name <b>and</b> Ticker or Trading Symbol COTY INC. [COTY] | 5. Relationship of Reporting Person(s) to Issuer  |  |  |
|------------------------------|----------|------|---|---|--|--|
| (Last)                       |          |      |   | (Check all applicable)  |  |  |
| 20 EASTBOURNE TERRACE        |          | RACE | (Month/Day/Year)<br>03/15/2017                                      | Director 10% Owner Section Other (specify below) Chief Legal Officer                              |  |  |
|                              | (Street) |      | 4. If Amendment, Date Original Filed(Month/Day/Year)                | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person |  |  |
| LONDON, X0 W26               |          |      |   | Form filed by More than One Reporting Person  |  |  |
| (6:)                         | (0 )     | (T)  |   |   |  |  |

| (State)             | (Zip) Tab                               | le I - Non-   | Derivative  | Secur  | rities Acqui  | ired, Disposed of   | , or Beneficiall  | y Owned  |
|---------------------|---|---|---|--|---|---|---|--|
| 2. Transaction Date | 2A. Deemed                              | 3.  | 4. Securiti   | es Ac  | quired (A)  | 5. Amount of  | 6.  | 7. Nature of   |
| (Month/Day/Year)    | Execution Date, if                      | Transaction Disposed of (D)   |   |  | Securities  | Ownership   | Indirect  |  |
|                     | any                                     | Code  | Code (Instr. 3, 4 and 5)  |  |   | Beneficially  | Form: Direct  | Beneficial   |
|                     | (Month/Day/Year)                        | (Instr. 8)  |   |  |   | Owned   | (D) or  | Ownership  |
|                     |   |   |   |  |   | Following   | Indirect (I)  | (Instr. 4)   |
|                     |   |   |   | (4)  |   | Reported  | (Instr. 4)  |  |
|                     |   |   |   |  |   | Transaction(s)  |   |  |
|                     |   | Code V  | Amount  | (D)  | Price   | (Instr. 3 and 4)  |   |  |
|                     |   |   |   |  | \$  |   |   |  |
| 03/15/2017          |   | P   | 13,157  | A  | 18.846<br>(1)   | 53,657  | D   |  |
|                     | 2. Transaction Date<br>(Month/Day/Year) | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year) | 2. Transaction Date 2A. Deemed 3.  (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) | 2. Transaction Date 2A. Deemed 3. 4. Securiti Transaction Dispose any (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4)  Code V Amount | 2. Transaction Date 2A. Deemed 3. 4. Securities Ac (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5 (Instr. 8)  (A) or Code V Amount (D) | 2. Transaction Date   2A. Deemed   3.   4. Securities Acquired (A)   (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Code (Instr. 3, 4 and 5)   (Month/Day/Year)   Code   V   Amount   (D)   Price | 2. Transaction Date   2A. Deemed   3.   4. Securities Acquired (A)   5. Amount of (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   (Instr. 3)   (Instr. 3, 4 and 5)   Beneficially Owned Following Reported Transaction(s) (Instr. 8)   (A)   or (Instr. 3 and 4)   (Instr. 3 and 4)   (Instr. 3)   (Instr. 3) | 2. Transaction Date   2A. Deemed   3.   4. Securities Acquired (A)   5. Amount of   6. |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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|                                      | 2.  | 3. Transaction Date |   | 4.                             | 5.   | 6. Date Exerc       |                    | 7. Titl                            |  | 8. Price of                          | 9. Nu   |
|--------------------------------------|---|---------------------|---|--------------------------------|--|---------------------|--------------------|------------------------------------|--|--------------------------------------|---|
| Derivative<br>Security<br>(Instr. 3) | Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | (Month/Day/Year)    | Execution Date, if any (Month/Day/Year) | Transact<br>Code<br>(Instr. 8) | orNumber<br>of<br>Derivativ<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | <b>:</b>            |                    | Amou<br>Under<br>Securi<br>(Instr. | lying                                  | Derivative<br>Security<br>(Instr. 5) | Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|                                      |   |                     |   | Code V                         | (A) (D)  | Date<br>Exercisable | Expiration<br>Date | Title                              | Amount<br>or<br>Number<br>of<br>Shares |                                      |   |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|--|
| 2                              | Director      | 10% Owner | Officer | Other |  |  |  |  |
| McMullen Greerson Greene       |               |           | Chief   |       |  |  |  |  |
| 20 EASTBOURNE TERRACE          |               |           | Legal   |       |  |  |  |  |
| LONDON, X0 W26                 |               |           | Officer |       |  |  |  |  |

## **Signatures**

/s/ Tracy Rapp,
Attorney-in-Fact
03/16/2017

\*\*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 purchased in multiple transactions at prices ranging from \$18.835 to \$18.875, inclusive. The reporting person undertakes to provide to Coty Inc., any security holder of Coty Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

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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