

Cottage Holdco B.V.
Form 4
May 01, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cottage Holdco B.V.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

OOSTERDOKSSTRAAT 80

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2019

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

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

AMSTERDAM, P7 NL 1011 DK

(City) (State) (Zip)

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, par value \$0.01 per share | 04/30/2019 | | P | | 150,000,000 (1) | A | \$ 11.65 |
| | | | | | 450,908,041 | D (2) | |

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

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SEC 1474
(9-02)

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | 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 |
| Cottage Holdco B.V. OOSTERDOKSSTRAAT 80 AMSTERDAM, P7 NL 1011 DK | | X | | |
| JAB Cosmetics B.V. OOSTERDOKSSTRAAT 80 AMSTERDAM, P7 NL 1011 DK | | X | | |
| JAB Holdings B.V. OOSTERDOKSSTRAAT 80 AMSTERDAM, P7 NL 1011 DK | | X | | |
| Agnaten SE ROOSEVELTPLATZ 4-5 TOP 10 VIENNA, C4 A-1090 | | X | | |
| Lucesca SE ROOSEVELTPLATZ 4-5 TOP 10 VIENNA, C4 A-1090 | | X | | |

Signatures

/s/ Merel Broers and /s/ Constantin Thun, Managing Director of Cottage Holdco B.V.

05/01/2019

**Signature of Reporting Person

Date

/s/ Merel Broers and /s/ Constantin Thun, Managing Director of JAB Cosmetics B.V.

05/01/2019

**Signature of Reporting Person

Date

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/s/ Merel Broers and /s/ Constantin Thun, Managing Director of JAB Holdings
B.V.

05/01/2019

__Signature of Reporting Person

Date

/s/ Joachim Creus, Authorized Representative of Agnaten SE

05/01/2019

__Signature of Reporting Person

Date

/s/ Joachim Creus, Authorized Representative of Lucesca SE

05/01/2019

__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) Purchased pursuant to the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on February 13, 2019 (together with any subsequent amendments or supplements thereto) relating to the offer by Cottage Holdco B.V. to purchase up to 150,000,000 of the outstanding shares of Class A Common Stock, par value \$0.01 per share (the "Shares"), of Coty Inc. at a price of \$11.65 per Share, net to the seller in cash, without interest and less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated February 13, 2019 (together with any amendments or supplements thereto) and in the related Letter of Transmittal (together with any amendments or supplements thereto). The tender offer expired at 5:00 p.m., New York City time, on Friday, April 26, 2019. 336,614,903 Shares were validly tendered and not properly withdrawn, of which 150,000,000 were accepted for purchase by Cottage Holdco B.V. on April 30, 2019.

The Shares described in this report are held by Cottage Holdco B.V., a direct or indirect subsidiary of each other Reporting Person herein.
(2) As such, each other Reporting Person herein may be deemed to beneficially own such Shares held by Cottage Holdco B.V. Each of the Reporting Persons disclaims any beneficial ownership of such Shares, except to the extent of its pecuniary interests therein.

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.