

COTY INC.
Form 4/A
August 25, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
JAB Cosmetics 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)

OUDEWEG 147,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2016

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

HAARLEM, P7 2031 CC

4. If Amendment, Date Original Filed(Month/Day/Year)
08/24/2016

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

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock, par value \$0.01 per share | 08/22/2016 | | P | | 175,000 (1) | A | \$ 29.0449 (2) |
| Class A Common Stock, par value \$0.01 per share | 08/23/2016 | | P | | 175,000 (1) | A | \$ 28.47 (3) |

| | | | | | | | |
|---|------------|---|-----------------------|---|-----------------------------|-----------|---|
| Class A Common Stock, par value \$0.01 per share | 08/24/2016 | P | <u>175,000</u> (1) | A | \$ 28.0858 <u>(4)</u> | 8,180,671 | D |
|---|------------|---|-----------------------|---|-----------------------------|-----------|---|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| JAB Cosmetics B.V. OUDEWEG 147 HAARLEM, P7 2031 CC | | X | | |
| JAB Holdings B.V. OUDEWEG 147 HAARLEM, P7 2031 CC | | X | | |
| Agnaten SE ROOSEVELTPLATZ 4-5 TOP 10 VIENNA, C4 A-1090 | | X | | |
| Lucesca SE ROOSEVELTPLATZ 4-5 | | X | | |

TOP 10
VIENNA, C4 A-1090

Signatures

| | |
|--|------------|
| /s/ Joachim Creus and /s/ Markus Hopmann as Managing Directors | 08/25/2016 |
| __Signature of Reporting Person | Date |
| /s/ Joachim Creus and /s/ Markus Hopmann as Managing Directors | 08/25/2016 |
| __Signature of Reporting Person | Date |
| /s/ Joachim Creus and /s/ Markus Hopmann as Authorized Representatives | 08/25/2016 |
| __Signature of Reporting Person | Date |
| /s/ Constantin Thun-Hohenstein and /s/ Dietmar Guetter as Authorized Representatives | 08/25/2016 |
| __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) Purchases made pursuant to a written plan under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and in accordance with Rule 10b-18 of the Exchange Act.

The shares were purchased in multiple transactions on August 22, 2016 at actual purchase prices ranging from \$28.80 to \$29.26 per share, exclusive of any fees, commissions or other expenses. The price reported reflects the weighted average purchase price for the transactions. The reporting persons undertake to provide upon request by the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
 - (2) The shares were purchased in multiple transactions on August 23, 2016 at actual purchase prices ranging from \$28.21 to \$28.98 per share, exclusive of any fees, commissions or other expenses. The price reported reflects the weighted average purchase price for the transactions. The reporting persons undertake to provide upon request by the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
 - (3) The shares were purchased in multiple transactions on August 24, 2016 at actual purchase prices ranging from \$27.75 to \$28.37 per share, exclusive of any fees, commissions or other expenses. The price reported reflects the weighted average purchase price for the transactions. The reporting persons undertake to provide upon request by the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
 - (4) The shares were purchased in multiple transactions on August 24, 2016 at actual purchase prices ranging from \$27.75 to \$28.37 per share, exclusive of any fees, commissions or other expenses. The price reported reflects the weighted average purchase price for the transactions. The reporting persons undertake to provide upon request by the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

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.