

COTY INC.  
Form 4  
December 17, 2013

**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 \*  
Berkshire Partners LLC

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)  
200 CLARENDON STREET, 35TH FLOOR,

3. Date of Earliest Transaction (Month/Day/Year)  
12/13/2013

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ 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

BOSTON, MA 02116

(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                                                 |           |                       |
| Common Stock                    | 12/13/2013                           |                                                    | J                              |                                                                   | 3,900,276<br>(1)                                                                              | D                                                        | \$ 0<br>(1) 15,044,679                                | I         | See Footnotes (2) (6) |
| Common Stock                    | 12/13/2013                           |                                                    | J                              |                                                                   | 29,932 (1)                                                                                    | D                                                        | \$ 0<br>(1) 115,457                                   | D (3) (6) |                       |
| Common Stock                    | 12/13/2013                           |                                                    | J                              |                                                                   | 69,792 (1)                                                                                    | D                                                        | \$ 0<br>(1) 269,212                                   | D (4) (6) |                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 34,167                                                | I         | See Footnotes (5) (6) |

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

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(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. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | 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 |
| Berkshire Partners LLC<br>200 CLARENDON STREET, 35TH FLOOR<br>BOSTON, MA 02116                                         |               | X         |         |       |
| Seventh Berkshire Associates LLC<br>C/O BERKSHIRE PARTNERS LLC<br>200 CLARENDON STREET, 35TH FLOOR<br>BOSTON, MA 02116 |               | X         |         |       |
| BERKSHIRE FUND VII L.P.<br>C/O BERKSHIRE PARTNERS LLC<br>200 CLARENDON STREET, 35TH FLOOR<br>BOSTON, MA 02116          |               | X         |         |       |
| BERKSHIRE FUND VII-A L.P.<br>C/O BERKSHIRE PARTNERS LLC<br>200 CLARENDON STREET, 35TH FLOOR<br>BOSTON, MA 02116        |               | X         |         |       |
| Berkshire Investors IV LLC<br>C/O BERKSHIRE PARTNERS LLC<br>200 CLARENDON STREET, 35TH FLOOR<br>BOSTON, MA 02116       |               | X         |         |       |

Berkshire Investors III LLC  
 C/O BERKSHIRE PARTNERS LLC  
 200 CLARENDON STREET, 35TH FLOOR  
 BOSTON, MA 02116

X

## Signatures

|                                                                                                                                 |            |
|---------------------------------------------------------------------------------------------------------------------------------|------------|
| /s/ Sharlyn C. Heslam, Managing Director, Berkshire Partners LLC                                                                | 12/17/2013 |
| **Signature of Reporting Person                                                                                                 | Date       |
| /s/ Sharlyn C. Heslam, Managing Director, Berkshire Investors III LLC                                                           | 12/17/2013 |
| **Signature of Reporting Person                                                                                                 | Date       |
| /s/ Sharlyn C. Heslam, Managing Director, Seventh Berkshire Associates LLC                                                      | 12/17/2013 |
| **Signature of Reporting Person                                                                                                 | Date       |
| /s/ Sharlyn C. Heslam, Managing Director of Seventh Berkshire Associates LLC, the general partner of Berkshire Fund VII, L.P.   | 12/17/2013 |
| **Signature of Reporting Person                                                                                                 | Date       |
| /s/ Sharlyn C. Heslam, Managing Director of Seventh Berkshire Associates LLC, the general partner of Berkshire Fund VII-A, L.P. | 12/17/2013 |
| **Signature of Reporting Person                                                                                                 | Date       |
| /s/ Sharlyn C. Heslam, Managing Director, Berkshire Investors IV LLC                                                            | 12/17/2013 |
| **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) Represents a pro-rata distribution to partners and members and, with respect to certain Reporting Persons, includes subsequent distributions by the general partner or managing member to their respective partners or members.  
 Represents shares of Class B Common Stock held indirectly by Berkshire Partners LLC ("Berkshire Partners") and Seventh Berkshire Associates LLC ("7BA"). Each share of Class B Common Stock is convertible to Class A Common Stock on a one-for-one basis. Berkshire Fund VII, L.P. ("Fund VII") distributed 3,285,957 shares and, following such distribution, owns 12,675,043 shares of Class B Common Stock. Berkshire Fund VII-A, L.P. ("Fund VII-A") distributed 614,319 shares and, following such distribution, owns 2,369,636 shares of Class B Common Stock. 7BA is the sole general partner of Fund VII and Fund VII-A. Berkshire Partners and 7BA are under common control and may be deemed to be, but do not admit to being, a group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934. Each of Berkshire Partners and 7BA disclaims beneficial ownership of any securities, except to the extent of its pecuniary interest therein.
  - (2) Represents shares of Class B Common Stock held directly by Berkshire Investors III LLC ("BI3"). BI3 may be deemed to be, but does not admit to being, a member of a group holding over 10% of the outstanding Common Stock of the Issuer for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.
  - (3) Represents shares of Class B Common Stock held directly by Berkshire Investors IV LLC ("BI4" and together with Fund VII, Fund VII-A and BI3, the "Berkshire Entities"). BI4 may be deemed to be, but does not admit to being, a member of a group holding over 10% of the outstanding Common Stock of the Issuer for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.
  - (4) Represents Class A Common Stock Restricted Stock Units in which Berkshire Partners has an economic interest and that were received by Bradley M. Bloom, a managing member of, or managing member of the general partner of, each of the Berkshire Entities, in connection with his service on the Board of Directors of the Issuer.
  - (5) One or more of the Reporting Persons are party to a stockholders agreement that relates to the voting of the shares covered by this Report and, as such, may be deemed to be a member, or members, of a group holding over 10% of the outstanding Common Stock of the Issuer for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934. The filing of this Report is not an admission that the Reporting Persons are members of a group or beneficial owners of any shares other than those in which they have a pecuniary interest.
  - (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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