

COTY INC.
Form 4
June 16, 2014

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)
06/12/2014

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

(Street)
BOSTON, MA 02116

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

(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 or Price				
Common Stock	06/12/2014		S		8,317,021 (1) \$ 16.7779	D	0	I	See Footnotes (2) (3) (9)
Common Stock	06/12/2014		S		54,922 (1) \$ 16.7779	D	0	D	(4) (9)
Common Stock	06/12/2014		S		91,527 (1) \$ 16.7779	D	0	D	(5) (9)
Common Stock	06/12/2014		S		29,893 (6) \$ 16.7779	D	4,274	I	See Footnotes (7) (9)
	06/12/2014		D		4,274 \$ 0	D	0	I	

Common
Stock

See
Footnotes
(8) (9)

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 Beneficially Owned (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
Berkshire Partners LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116		X		
Seventh Berkshire Associates LLC C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116		X		
BPSP, L.P. C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116		X		
BERKSHIRE FUND VII L.P. C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116		X		

BERKSHIRE FUND VII-A L.P. C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116	X
Berkshire Investors IV LLC C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR 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 __Signature of Reporting Person	06/16/2014 Date
/s/ Sharlyn C. Heslam, Managing Director, Berkshire Investors III LLC __Signature of Reporting Person	06/16/2014 Date
/s/ Sharlyn C. Heslam, Managing Director, Seventh Berkshire Associates LLC __Signature of Reporting Person	06/16/2014 Date
/s/ Sharlyn C. Heslam, Managing Director, Berkshire Partners Holdings LLC, the general partner of BPSP, L.P. __Signature of Reporting Person	06/16/2014 Date
/s/ Sharlyn C. Heslam, Managing Director of Seventh Berkshire Associates LLC, the general partner of Berkshire Fund VII, L.P. __Signature of Reporting Person	06/16/2014 Date
/s/ Sharlyn C. Heslam, Managing Director of Seventh Berkshire Associates LLC, the general partner of Berkshire Fund VII-A, L.P. __Signature of Reporting Person	06/16/2014 Date
/s/ Sharlyn C. Heslam, Managing Director, Berkshire Investors IV LLC __Signature of Reporting Person	06/16/2014 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 shares of Class B Common Stock repurchased by the Issuer (the "Repurchase").
Represents shares of Class B Common Stock held indirectly by Berkshire Partners LLC ("Berkshire Partners"), BPSP, L.P. ("BPSP") and Seventh Berkshire Associates LLC ("7BA") prior to the Repurchase. Each share of Class B Common Stock is convertible to Class A Common Stock on a one-for-one basis. On June 12, 2014, as part of the Repurchase, Berkshire Fund VII, L.P. ("Fund VII") and Berkshire Fund VII-A, L.P. ("Fund VII-A") sold 7,007,036 and 1,309,985 shares, respectively, of Class B Common Stock.
 - (3) BPSP is the managing member of Berkshire Partners, the registered investment adviser to the Berkshire Entities (as defined below). 7BA is the sole general partner of Fund VII and Fund VII-A. Berkshire Partners, BPSP 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, BPSP and 7BA disclaims beneficial ownership of any securities except to the extent of its pecuniary interest therein.
 - (4)

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Represents shares of Class B Common Stock held directly by Berkshire Investors III LLC ("BI3") prior to the Repurchase. 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. On June 12, 2014, BI3 sold 54,922 shares of Class B Common Stock in connection with the Repurchase.

(5) 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") prior to the Repurchase. 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. On June 12, 2014, BI4 sold 91,527 shares of Class B Common Stock in connection with the Repurchase.

(6) Represents Class A Common Stock Restricted Stock Units repurchased by the Issuer in connection with the Repurchase.

(7) 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. On June 12, 2014, Bradley M. Bloom sold to the Issuer 29,893 Class A Common Stock Restricted Stock Units in connection with the Repurchase.

(8) 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. On June 12, 2014, Bradley M. Bloom forfeited 4,274 Class A Common Stock Restricted Stock Units in connection with the termination of his service on the board of directors of the Issuer.

(9) 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.

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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