

COTY INC.  
Form 3  
June 13, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                              |  |
| Berkshire Partners LLC                    |         | (Month/Day/Year)                     | COTY INC. [COTY]  |  |
| (Last)                                    | (First) | (Middle)                             | 06/13/2013  |  |
| 200 CLARENDON STREET, A                   |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                                | 5. If Amendment, Date Original Filed(Month/Day/Year)                             |
| (Street)                                  |         |                                      | (Check all applicable)  |  |
| BOSTON, A MA A 02116                      |         |                                      | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> Officer <input type="checkbox"/> Other                 | <input type="checkbox"/> Form filed by One Reporting Person                      |
|   |         |                                      | (give title below) (specify below)  | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 26,496,440  | I  | See Footnotes <u>(1)</u> <u>(5)</u>                   |
| Common Stock                    | 203,342   | D <u>(2)</u> <u>(5)</u>                                  | A   |
| Common Stock                    | 474,131   | D <u>(3)</u> <u>(5)</u>                                  | A   |
| Common Stock                    | 24,167  | I  | See Footnotes <u>(4)</u> <u>(5)</u>                   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|--|---|--|---------------|--------------|--|
|--|---|--|---------------|--------------|--|

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| (Month/Day/Year)    | Derivative Security<br>(Instr. 4) | or Exercise<br>Price of<br>Derivative<br>Security | Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | (Instr. 5) |
|---------------------|-----------------------------------|---|--|------------|
| Date<br>Exercisable | Expiration<br>Date                | Title   | Amount or<br>Number of<br>Shares   |            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Berkshire Partners LLC<br>200 CLARENDON STREET<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<br>C/O BERKSHIRE PARTNERS LLC<br>200 CLARENDON STREET, 35TH FLOOR<br>BOSTON, MA 02116      | ^             | ^ X       | ^       | ^     |

## Signatures

Bradley M. Bloom, Managing Director, Berkshire Partners LLC

06/13/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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 held indirectly by Berkshire Partners LLC ("Berkshire Partners") and Seventh Berkshire Associates LLC ("7BA"). Berkshire Fund VII, L.P. ("Fund VII") owns 22,323,076 shares of Common Stock. Berkshire Fund VII-A, L.P. ("Fund VII-A") owns 4,173,364 shares of 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

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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 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 Common Stock held directly by Berkshire Investors IV LLC ("BI4"). 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 shares in which Berkshire Partners has an economic interest.

(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.

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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