

COTY INC.
Form 4/A
March 21, 2016

FORM 4

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

OMB APPROVAL

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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 *
Becht Lambertus J.H.

(Last) (First) (Middle)
350 FIFTH AVENUE
(Street)

NEW YORK, NY 10118

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/17/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
03/09/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A common stock	03/17/2016		J ⁽¹⁾	3,668,810 D	Ⓛ	1,000,000 D	
Class A common stock						128,631 I	By corporation ⁽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 Deriv Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Becht Lambertus J.H. 350 FIFTH AVENUE NEW YORK, NY 10118	X		Interim CEO	

Signatures

/s/ Nina Ayer,
Attorney-in-Fact

03/21/2016

 **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) On March 17, 2016, the reporting person transferred 3,668,810 shares of Class A common stock of the issuer to a newly-formed Luxembourg corporation (the "Corporation") for estate planning purposes in exchange for shares of the Corporation. Effective upon the transfer, the reporting person ceased to be the "beneficial owner" of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended, and the rules and regulations thereunder, as he ceased at such time to have any investment or other control over the shares.
- (2) The reporting person may be deemed to have an indirect pecuniary interest representing less than 2% of the Class A common stock held by JAB Cosmetics B.V. The reporting person disclaims such pecuniary interest except to the extent, if any, it is realized.

Remarks:

On March 9, 2016, the reporting person filed a Form 4 reporting the transfer of 4,668,810 shares of the Class A common stock

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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