

COTY INC.  
Form 4  
June 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 \*  
Semerari Renato

(Last) (First) (Middle)  
2 PARK AVENUE  
(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
04/23/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President of Coty Beauty

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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)
			Code	V	Amount	(A) or (D)	Price
Class A common stock <sup>(1)</sup>	04/23/2013		M		250,000	A	\$ 4.45
Class A common stock <sup>(1)</sup>	04/23/2013		F		65,442	D	\$ 17
Class A common stock <sup>(1)</sup>	04/23/2013		D		173,953	D	\$ 17.5
Class A common	06/13/2013		M		200,000	A	<sup>(3)</sup> 255,605

stock <sup>(2)</sup>

Class A  
common stock <sup>(2)</sup> 06/13/2013 F 34,940 D \$ 17.5 220,665 D

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am Nur Sha
Stock Options (right to buy) <sup>(1)</sup>	\$ 4.45	04/23/2013		M	250,000	05/01/2012 05/01/2019	Class A common stock 25
Restricted Stock Units <sup>(4)</sup>	<sup>(4)</sup>	04/23/2013		A	3,171	<sup>(4)</sup> <sup>(4)</sup>	Class A common stock 3
IPO Units <sup>(2)</sup>	<sup>(3)</sup>	06/13/2013		M	200,000	<sup>(3)</sup> <sup>(3)</sup>	Class A common stock 20

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Semerari Renato 2 PARK AVENUE NEW YORK, NY 10016			President of Coty Beauty	

## Signatures

/s/ Nina Ayer, 06/17/2013  
Attorney-in-Fact

\*\*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) The transactions represent exercises of vested stock options for 9,513 Restricted Shares of Class A common stock under Coty Inc.'s Platinum Program, 1,092 shares of Class A common stock and cash.
- (2) The transactions represent vesting and settlement of IPO Units on June 13, 2013 and withholding of shares of Class A common stock upon settlement to pay withholding taxes.
- (3) Upon vesting, each IPO Unit settles for one share of Class A common stock of Coty Inc. The remaining IPO Units vest on June 13, 2014. Upon vesting, each Restricted Stock Unit settles for one share of Class A common stock of Coty Inc. The Restricted Stock Units acquired on April 23, 2013 vest on April 23, 2018 and match the reporting person's investment in Coty Inc.'s Platinum Program. In addition, 30,000 Restricted Stock Units vest on June 12, 2014, and 220,000 Restricted Stock Units vest on September 25, 2017.
- (4)

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.