

COTY INC.
Form 4
February 14, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
JAB Cosmetics B.V.

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)

OOSTERDOKSSTRAAT 80,

(Street)

AMSTERDAM, P7 NL 1011 DK

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2017

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

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

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, par value \$0.01 per share	02/10/2017		P	1,450,000 (1) A \$ 18.411 (2)	272,568,041	D	
Class A Common Stock, par value \$0.01 per share	02/13/2017		P	1,488,200 (1) A \$ 18.3877 (3)	274,056,241	D	

Class A Common Stock, par value \$0.01 per share	02/14/2017	P	<u>1,151,800</u> (1)	A	\$ 18.9661 <u>(4)</u>	275,208,041	D
---	------------	---	-------------------------	---	-----------------------------	-------------	---

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
---	--	---	---	--------------------------------------	--	--	---	---	---

				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
JAB Cosmetics B.V. OOSTERDOKSSTRAAT 80 AMSTERDAM, P7 NL 1011 DK		X		
Agnaten SE ROOSEVELTPLATZ 4-5 TOP 10 VIENNA, C4 A-1090		X		
Lucesca SE ROOSEVELTPLATZ 4-5 TOP 10 VIENNA, C4 A-1090		X		
		X		

JAB Holdings B.V.
 OOSTERDOKSSTRAAT 80
 AMSTERDAM, P7 NL 1011 DK

Signatures

/s/ Joachim Creus and /s/ Markus Hopmann as Managing Directors	02/14/2017
**Signature of Reporting Person	Date
/s/ Joachim Creus and /s/ Markus Hopmann as Authorized Representatives	02/14/2017
**Signature of Reporting Person	Date
/s/ Constantin Thun-Hohenstein and /s/ Dietmar Guetter as Authorized Representatives	02/14/2017
**Signature of Reporting Person	Date
/s/ Joachim Creus and /s/ Markus Hopmann as Managing Directors	02/14/2017
**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) Purchases made in open market transactions in accordance with Rule 10b-18 of the Securities Exchange Act of 1934, as amended.
 The shares were purchased in multiple transactions on February 10, 2017 at actual purchase prices ranging from \$18.26 to \$18.59 per share, exclusive of any fees, commissions or other expenses. The price reported reflects the weighted average purchase price for the transactions. The Reporting Persons undertake to provide upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.
- (2) The shares were purchased in multiple transactions on February 13, 2017 at actual purchase prices ranging from \$18.29 to \$18.49 per share, exclusive of any fees, commissions or other expenses. The price reported reflects the weighted average purchase price for the transactions. The Reporting Persons undertake to provide upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.
- (3) The shares were purchased in multiple transactions on February 14, 2017 at actual purchase prices ranging from \$18.43 to \$19.25 per share, exclusive of any fees, commissions or other expenses. The price reported reflects the weighted average purchase price for the transactions. The Reporting Persons undertake to provide upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.
- (4) The shares were purchased in multiple transactions on February 14, 2017 at actual purchase prices ranging from \$18.43 to \$19.25 per share, exclusive of any fees, commissions or other expenses. The price reported reflects the weighted average purchase price for the transactions. The Reporting Persons undertake to provide upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

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.