

COTY INC.  
Form SC 13G  
April 03, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Coty Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

222070203

(CUSIP Number)

April 1, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

---

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

CUSIP 13G Page 2 of 8 pages  
No. 222070205

Name of Reporting

- 1 Persons  
Mousseluxe S.à.r.l.

Check the Appropriate

- 2 Box if a Member of a  
Group  
(a)  
(b)

- 3 SEC Use Only

Citizenship or Place of

- 4 Organization  
Luxembourg

Sole Voting Power

- 5 Number  
of  
Shares  
Beneficially  
Owned  
by  
Each  
Reporting  
Person  
With  
Sole Dispositive Power  
0  
Shared Voting Power  
15,428,222  
Sole Dispositive Power  
0  
Shared Dispositive  
Power  
15,428,222

Aggregate Amount

- 9 Beneficially Owned by  
Each Reporting Person  
15,428,222

Check Box if the

- 10 Aggregate Amount in  
Row (9) Excludes Certain  
Shares

Percent of Class

- 11 Represented by Amount  
in Row 9  
16.1%(1)

Type of Reporting Person

- 12 CO

(1) Calculations are based upon (i) 80,180,719 shares of Class A Common Stock of the Issuer reported as outstanding as of February 3, 2015 in the Form 10-Q filed by the Issuer on February 5, 2015 plus (ii) the 15,428,222 newly issued shares reported herein as beneficially owned.

- 2 -

---

CUSIP No. 222070205  
13G Page 3 of 8 pages

Name of Reporting  
1 Persons  
Charles Heilbronn

Check the Appropriate  
2 Box if a Member of a  
Group  
(a)  
(b)

3 SEC Use Only

Citizenship or Place of  
4 Organization  
France

5 Sole Voting Power  
Number  
of  
Shares  
Beneficially  
Owned  
by  
Each  
Reporting  
Person  
With  
6 Shared Voting Power  
15,428,222  
7 Sole Dispositive Power  
0  
8 Shared Dispositive  
Power  
15,428,222

Aggregate Amount  
9 Beneficially Owned by  
Each Reporting Person  
15,428,222

10 Check Box if the  
Aggregate Amount in  
Row (9) Excludes Certain  
Shares

Percent of Class  
11 Represented by Amount  
in Row 9  
16.1%(1)

12 Type of Reporting Person  
IN

(1) Calculations are based upon (i) 80,180,719 shares of Class A Common Stock of the Issuer reported as outstanding as of February 3, 2015 in the Form 10-Q filed by the Issuer on February 5, 2015 plus (ii) the 15,428,222 newly issued shares reported herein as beneficially owned.

SCHEDULE 13G

Item 1(a) Name of Issuer.

The name of the issuer is Coty Inc. (the "Issuer").

Item 1(b) Address of Issuer's Principal Executive Offices.

The principal executive offices of the Issuer are located at 350 Fifth Avenue, 17<sup>th</sup> Floor, New York, NY 10016

Item 2(a) Name of Person Filing.

(1) Mousseluxe S.à.r.l.

(2) Charles Heilbronn

Item 2(b) Address of Principal Business Office.

Mousseluxe S.à.r.l.:  
65 boulevard Grande Duchesse Charlotte  
L-1331 Luxembourg

Charles Heilbronn:  
c/o Mousse Partners Limited  
9 West 57<sup>th</sup> Street, 44<sup>th</sup> Floor  
New York, New York 10019

Item 2(c) Citizenship.

Mousseluxe S.à.r.l.: Luxembourg

Charles Heilbronn: France

Item 2(d) Title of Class of Securities.

Class A Common Stock.

---

Item 2(e) CUSIP Number.

222070203

Item 3 If this statement is filed pursuant to §§240.13d—1(b) or 240.13d—2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4 Ownership.

The information required by Items 4(a)-(c) is set forth in Rows 1 and 5 through 11 of the cover page hereto for each of Mousseluxe S.à.r.l. and Charles Heilbronn and is incorporated herein by reference.

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6 Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

---

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8 Identification and Classification of Members of the Group.

Not applicable.

Item 9 Notice of Dissolution of Group.

Not applicable.

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.



SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

MOUSSELUXE S.À.R.L.

Dated: April 2, 2015

By: /s/ Charles Heilbronn  
Name: Charles Heilbronn  
Title: Authorized Signatory

/s/ Charles Heilbronn  
Name: Charles Heilbronn

Dated: April 2, 2015

Schedule 13G Signature Page

- 7 -

Media & Entertainment

1,479,550 14.4

Legal

706,861 8.9

Business Services

968,747 8.8

Financial Services

826,678 7.7

Retail

688,288 4.9

Other

477,849 4.7

Government

311,369 2.3

Real Estate

245,609 2.1

Educational

196,938 2.0

Insurance

239,775 1.9

Healthcare

152,752 1.6

Advertising

173,901 1.3

**TOTAL**

**11,015,596 100.0%**

(1) Excludes signed leases not commenced.

Edgar Filing: COTY INC. - Form SC 13G

- (2) Excludes 147,522 square feet occupied by Hudson Pacific Properties, Inc.
- (3) Annualized base rent is calculated by multiplying (i) base rental payments (defined as cash base rents (before abatements)) under commenced leases as of December 31, 2018, by (ii) 12. Annualized base rent does not reflect tenant reimbursements.
- (4) Our technology tenants are largely comprised of public and other well established companies. For the year ended December 31, 2018, nearly half of our technology industry annualized base rent was attributable to tenants contributing less than 5% of technology industry annualized base rent and only six tenants individually contributed more than 5% of technology industry annualized base rent.

The table below presents certain information regarding our portfolio by market as of December 31, 2018.

<b>Market</b>	<b>Total Square Feet</b>	<b>Annualized Base Rent<sup>(1)</sup></b>	<b>Annualized Rent as of Percent of Total</b>
<b>Office:</b>			
Silicon Valley	7,857,682	\$ 266,206,630	45.8%
San Francisco	2,560,421	132,719,088	22.8
Los Angeles	4,576,933	95,643,006	16.4
Seattle	1,497,927	44,532,198	7.7
<b>Studio:</b>			
Los Angeles	1,224,403	42,609,577	7.3
<b>TOTAL</b>	<b>17,717,366</b>	<b>\$ 581,710,499</b>	<b>100.0%</b>

- (1) Annualized base rent for the office properties is calculated by multiplying (i) base rental payments (defined as cash base rents (before abatements)) under commenced leases as of December 31, 2018, by (ii) 12. Annualized base rent for the studio properties reflects actual base rent for the 12 months ended December 31, 2018. Annualized base rent does not reflect tenant reimbursements.

The table below presents certain information regarding our stabilized and in-service office properties by market as of various acquisition dates and December 31, 2018.

<b>Market</b>	<b>Percent Leased at Acquisition Date</b>	<b>Percent Leased at December 31, 2018<sup>(1)(2)</sup></b>	<b>Annualized Base Rent<sup>(3)</sup> at Acquisition Date per square foot</b>	<b>Annualized Base Rent at December 31, 2018 per square foot</b>
<b>Office:</b>				
Silicon Valley	85.7%	89.5%	\$ 41.15	\$ 49.95
San Francisco	83.0	94.7	30.53	54.76
Los Angeles	50.1	98.6	34.60	48.82
Seattle	76.5	96.9	23.82	30.70

- (1) Does not include signed leases not commenced.

(2) Excludes 142,522 square feet occupied by Hudson Pacific Properties, Inc.

- (3) Annualized base rent for office properties is calculated by multiplying (i) base rental payments (defined as cash base rents (before abatements)) under commenced leases as of December 31, 2018, by (ii) 12. Annualized base rent per square foot for the office properties is calculated as (i) annualized base rent divided by (ii) square footage under commenced leases as of December 31, 2018. Annualized base rent does not reflect tenant reimbursements.

The table below presents the lease expiration schedule for our office portfolio as of December 31, 2018.

<b>Year of Lease Expiration</b>	<b>Expiring Leases</b>	<b>Expiring Leases<sup>(1)</sup></b>	<b>Percentage of Office Square Feet</b>	<b>Annualized Base Rent<sup>(1)</sup></b>	<b>Percentage of Office Portfolio Annualized Base Rent</b>	<b>Annualized Base Rent Per Square Foot<sup>(2)</sup></b>	<b>Annualized Base Rent at Expiration</b>	<b>Annualized Base Rent Per Square Foot at Expiration<sup>(3)</sup></b>
Vacant		2,115,442	15.3%					
2018	15	88,284	0.6	\$ 3,333,285	0.6%	\$ 37.76	\$ 3,340,617	\$ 37.84
2019 <sup>(4)</sup>	154	1,243,597	9.0	58,868,756	10.2	47.34	60,226,758	48.43

Year of Lease Expiration	Expiring Leases	Square Footage of Expiring Leases <sup>(1)</sup>	Percentage of Office Square Feet	Annualized Base Rent <sup>(1)</sup>	Percentage of Office Annualized Base Rent	Annualized Base Rent Per Square Foot <sup>(2)</sup>	Annualized Base Rent at Expiration	Annualized
								Base Rent Per Square Foot at Expiration <sup>(3)</sup>
2020	144	964,164	7.0	48,442,388	8.5	50.24	50,396,878	52.27
2021	131	1,256,838	9.1	57,142,961	10.0	45.47	60,985,258	48.52
2022	105	1,134,270	8.2	52,539,731	9.2	46.32	58,669,110	51.72
2023	80	1,468,771	10.6	63,293,830	11.1	43.09	72,204,029	49.16
2024	77	1,245,499	9.0	61,074,117	10.7	49.04	72,131,746	57.91
2025	28	1,044,229	7.6	51,707,438	9.0	49.52	64,994,872	62.24
2026	15	320,608	2.3	17,302,251	3.0	53.97	23,999,824	74.86
2027	15	405,078	2.9	21,404,184	3.7	52.84	26,663,316	65.82
Thereafter	41	1,816,370	13.1	102,933,067	18.0	56.67	141,886,025	78.12
Building management use	22	147,522	1.1					
Signed leases not commenced <sup>(5)</sup>	26	574,841	4.2	34,221,473	6.0	59.53	45,368,737	78.92
<b>Total/Weighted Average<sup>(6)</sup></b>	<b>853</b>	<b>13,825,513</b>	<b>100.0%</b>	<b>\$ 572,263,481</b>	<b>100.0%</b>	<b>\$ 48.87</b>	<b>\$ 680,867,170</b>	<b>\$ 58.14</b>

- (1) Rent data for our office properties is presented on an annualized basis without regard to cancellation options. Annualized base rent for office properties is calculated by multiplying (i) base rental payments (defined as cash base rents (before abatements)) as of December 31, 2018, by (ii) 12. Annualized base rent does not reflect tenant reimbursements. Annualized base rent per square foot for all lease expiration years is calculated as (i) base rental payments (defined as cash base rents (before abatements)) under commenced leases, divided by (ii) square footage under commenced leases as of December 31, 2018.
- (2) Annualized base rent per square foot for all lease expiration years is calculated as (i) base rental payments (defined as cash base rents (before abatements)) under commenced leases, divided by (ii) square footage under commenced leases as of December 31, 2018.
- (3) Annualized base rent per square foot at expiration for all lease expiration years is calculated as (i) base rental payments (defined as cash base rents (before abatements)) under commenced leases, divided by (ii) square footage under commenced leases as of December 31, 2018.
- (4) Does not include leases of existing tenants expected to expire by January 31, 2019 at One Westside (formerly part of One Westside Pavilion).
- (5) Annualized base rent per leased square foot and annualized base rent per square foot at expiration for signed leases not commenced reflects uncommenced leases for space not occupied as of December 31, 2018 and is calculated as (i) base rental payments (defined as cash base rents (before abatements)) under uncommenced leases for vacant space as of December 31, 2018, divided by (ii) square footage under uncommenced leases as of December 31, 2018.
- (6) Total expiring square footage does not include 27,888 square feet of month-to-month leases.

We evaluate performance based upon, among other things, property net operating income ( NOI ) from continuing operations. NOI is not a measure of operating results or cash flows from operating activities or cash flows as measured by U.S. Generally Accepted Accounting Principles, or GAAP, and should not be considered an alternative to income from continuing operations, as an indication of our performance, or as an alternative to cash flows as a

measure of liquidity, or our ability to make distributions. All companies may not calculate NOI in the same manner. We consider NOI to be a useful performance measure to investors and management because when compared across periods, NOI reflects the revenues and expenses directly associated with owning and operating our properties and the impact to operations from trends in occupancy rates, rental rates and operating costs, providing a perspective not immediately apparent from income from continuing operations. We calculate NOI as net income (loss) excluding corporate general and administrative expenses, depreciation and amortization, impairments, gains/losses on sales of real estate, interest expense, transaction-related expenses and other non-

operating items. We define NOI as operating revenues (including rental revenues, other property-related revenue, tenant recoveries and other operating revenues), less property-level operating expenses (which includes external management fees, if any, and property-level general and administrative expenses). NOI on a cash basis is NOI adjusted to exclude the effect of straight-line rent and other non-cash adjustments required by GAAP. We believe that NOI on a cash basis is helpful to investors as an additional measure of operating performance because it eliminates straight-line rent and other non-cash adjustments to revenue and expenses.

The table below presents consolidated net income and same-store office net operating income on a cash basis for the periods presented (in thousands).

	2018 Same-Store		2017 Same- Store		2016 Same- Store		2015 Same- Store		2014 Same- S		
	2018	2017	2017	2016	Year Ended December 31,		2015	2014	2014	2013	
<b>Consolidated Net</b>											
<b>(Loss)</b>	<b>\$ 111,781</b>	<b>\$ 94,561</b>	<b>\$ 94,561</b>	<b>\$ 43,758</b>	<b>\$ 43,758</b>	<b>(\$ 16,082)</b>	<b>(\$ 16,082)</b>	<b>\$ 23,522</b>	<b>\$ 23,522</b>	<b>(\$ 1,000)</b>	<b>(\$ 1,000)</b>
Expense	83,167	90,037	90,037	76,044	76,044	50,667	50,667	25,932	25,932	25,932	25,932
Income	(1,718)	(97)	(97)	(260)	(260)	(124)	(124)	(30)	(30)	(30)	(30)
Realized gain on real estate investment	(928)										
Realized loss on dispositive investment		70	70	1,436	1,436						
Transaction-related expenses (income)	535	598	598	376	376	43,336	43,336	4,641	4,641	4,641	4,641
Gain on sale of real estate	(822)	(2,992)	(2,992)	(1,558)	(1,558)	62	62	(14)	(14)	(14)	(14)
(Income) loss on discontinued operations	(43,337)	(45,574)	(45,574)	(30,389)	(30,389)	(30,471)	(30,471)	(5,538)	(5,538)	(5,538)	(5,538)
Investment loss on discontinued operations								164	164	164	164
General and administrative expenses	61,027	54,459	54,459	52,400	52,400	38,534	38,534	28,253	28,253	28,253	28,253
Depreciation and amortization	251,003	283,570	283,570	269,087	269,087	245,071	245,071	72,216	72,216	72,216	72,216
<b>Operating</b>	<b>\$ 460,708</b>	<b>\$ 474,632</b>	<b>\$ 474,632</b>	<b>\$ 410,894</b>	<b>\$ 410,894</b>	<b>\$ 330,993</b>	<b>\$ 330,993</b>	<b>\$ 149,146</b>	<b>\$ 149,146</b>	<b>\$ 149,146</b>	<b>\$ 149,146</b>
Same-Store Operating	(166,267)	(185,545)	(187,134)	(148,817)	(254,905)	(193,845)	(196,973)	(15,960)	(51,110)	(51,110)	(51,110)
Lease amortization								(1,687)	(1,687)	(1,687)	(1,687)



Edgar Filing: COTY INC. - Form SC 13G

e lease										
ion										
h write-off								77	77	
e tenant										
es								(3,340)	(3,340)	
y tax										
ents								4,201	4,201	
<b>Store Net</b>										
<b>ing</b>										
	<b>\$ 294,441</b>	<b>\$ 289,087</b>	<b>\$ 287,498</b>	<b>\$ 262,077</b>	<b>\$ 155,989</b>	<b>\$ 137,148</b>	<b>\$ 134,020</b>	<b>\$ 132,437</b>	<b>\$ 97,287</b>	<b>\$ 9</b>
Store Studio										
ating	(24,411)	(22,112)	(22,112)	(20,593)	(20,593)	(15,406)	(15,406)	(13,732)	(13,732)	(
<b>Store</b>										
<b>Net</b>										
<b>ing</b>										
	<b>\$ 270,030</b>	<b>\$ 266,975</b>	<b>\$ 265,386</b>	<b>\$ 241,484</b>	<b>\$ 135,396</b>	<b>\$ 121,742</b>	<b>\$ 118,614</b>	<b>\$ 118,705</b>	<b>\$ 83,555</b>	<b>\$ 7</b>
sis										
ent to										
et										
g income	(15,866)	(21,498)	(12,626)	(17,801)	(11,106)	(8,768)	(7,556)	(16,037)	(11,586)	

One-time tenant improvement cost reimbursement		(3,232)	(3,232)							
<b>Same-Store<sup>(1)</sup> Office Cash Net Operating Income</b>	<b>\$ 254,164</b>	<b>\$ 242,245</b>	<b>\$ 249,528</b>	<b>\$ 223,683</b>	<b>\$ 124,290</b>	<b>\$ 112,974</b>	<b>\$ 111,058</b>	<b>\$ 102,668</b>	<b>\$ 71,969</b>	<b>\$ 67,733</b>

(1) Same-store for each of the years ended December 31, 2018, 2017, 2016, 2015 and 2014 refers to the office properties that were owned and included in our stabilized portfolio as of January 1 of the prior year and still owned and included in our stabilized portfolio as of December 31 of such year.

We have also experienced significant internal growth in our studio portfolio with same-store studio cash net operating income increasing 62% since our IPO. In addition, as of December 31, 2018, approximately 50% of the stage and production office square footage in studio properties was subject to leases with maturities of three years or longer. The following table presents and reconciles consolidated net income and same-store studio net operating income on a cash basis the periods presented (in thousands).

	Year Ended December 31,		
	2018	2017	2010 (IPO Year)
<b>Consolidated Net Income (Loss)</b>	<b>\$ 111,781</b>	<b>\$ 94,561</b>	<b>(\$ 2,682)</b>
Interest expense	83,167	90,037	8,831
Interest income	(1,718)	(97)	(59)
Unrealized gain on non-real estate investment	(928)		
Unrealized loss on ineffective portion of derivative instrument		70	(347)
Transaction-related expenses	535	598	4,273
Other (income) expense	(822)	(2,922)	192
Gains on sale of real estate	(43,337)	(45,574)	
General and administrative	61,027	54,459	4,493
Depreciation and amortization	251,003	283,570	15,912
<b>Net Operating Income</b>	<b>\$ 460,708</b>	<b>\$ 474,632</b>	<b>\$ 30,613</b>
Non-Same-Store net operating income	(166,267)	(185,545)	
<b>Same-Store<sup>(1)</sup> Net Operating Income</b>	<b>\$ 294,441</b>	<b>\$ 289,087</b>	<b>\$ 30,613</b>
Same-Store Office net operating income	(270,030)	(266,975)	(16,291)
<b>Same-Store Studio Net Operating Income</b>	<b>\$ 24,411</b>	<b>\$ 22,112</b>	<b>\$ 14,322</b>
Cash basis adjustment to studio revenue	(1,219)	247	
<b>Same-Store Studio Cash Net Operating Income</b>	<b>\$ 23,192</b>	<b>\$ 22,359</b>	<b>\$ 14,322</b>

(1) Same-store for each of the years ended December 31, 2018 and 2010 refers to the Sunset Bronson Studios and Sunset Gower Studios properties that were owned and included in our stabilized portfolio as of January 1, 2010 and still owned and included in our stabilized portfolio as of December 31, 2018.

*Federal Income Tax Considerations*

The information included under the heading Federal Income Tax Considerations in Exhibit 99.1 hereto is incorporated by reference herein and supersedes and replaces the discussion under the heading Federal Income Tax Considerations in the prospectus dated March 15, 2018, which is a part of the registration statements on Form S-3 (Registration Nos. 333-223692 and 333-223692-01) filed with the Securities and Exchange Commission (the SEC) by the Company and the Operating Partnership on March 15, 2018.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

99.1 Federal Income Tax Considerations.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

February 20, 2019

**Hudson Pacific Properties, Inc.**

By: /s/ Mark T. Lammas  
**Mark T. Lammas**  
**Chief Operating Officer, Chief**  
**Financial Officer and Treasurer**

**Hudson Pacific Properties, L.P.**

By: Hudson Pacific Properties, Inc.  
**Its General Partner**

By: /s/ Mark T. Lammas  
**Mark T. Lammas**  
**Chief Operating Officer, Chief**  
**Financial Officer and Treasurer**