

COTY INC.
Form 4
January 21, 2014

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

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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 *
JAB Holdings 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)

OUDEWEG 147

(Street)

HAARLEM THE
NETHERLANDS 2031 CC

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
01/20/2014

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 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)	Code V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock ⁽¹⁾ ₍₂₎	<u>(3)</u>						<u>(3)</u>	<u>(3)</u>	Class A Common Stock	263,752,817

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAB Holdings B.V. OUDEWEG 147 HAARLEM THE NETHERLANDS 2031 CC		X		
Parentes Holding SE ROOSEVELTPLATZ 4-5 / TOP 10 VIENNA AUSTRIA A-1090		X		
Donata Holding SE ROOSEVELTPLATZ 4-5 / TOP 10 VIENNA AUSTRIA A-1090		X		

Signatures

/s/ Joachim Creus,
Attorney-in-Fact

01/21/2014

**Signature of Reporting Person

Date

Constantin Thun-Hohenstein

01/21/2014

**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).

This Statement is being filed by JAB Holdings B.V. ("JAB"), Parentes Holding SE ("Parentes") and Donata Holding SE ("Donata" and, together with JAB and Parentes, the "Reporting Persons"). JAB is an indirect subsidiary of Parentes and Donata. Other intervening subsidiaries are Donata Holdings B.V. ("Donata Holdings"), JAB Holding Company S.a.r.l. ("JAB Holding Company", previously Joh. A. Benckiser S.a.r.l.) and JAB Investments s.a r.l. Donata and Parentes are indirect beneficial owners of the reported securities, and each disclaims a pecuniary interest in the reported securities except to the extent of its interest therein.

(1) On January 20, 2014, Donata Holdings contributed all its shares in JAB Holdings II, B.V. ("JAB II") to JAB in exchange for newly-issued shares of JAB Holding Company. After the contribution, JAB II was merged into JAB. JAB II ceased to exist on January 20, 2014 at midnight, as a result of the merger.

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(3) Class B Common Stock is convertible to Class A common stock at any time on a one-for-one basis and has no expiration date.

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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