

COTY INC.

Form 4

March 18, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BLOOM BRADLEY M

(Last) (First) (Middle)

**C/O BERKSHIRE PARTNERS
LLC, 200 CLARENDON STREET,
35TH FLOOR**

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	03/14/2014		J		6,000,000 (1)	D \$ 0 9,429,348	I See Footnotes (1) (2) (3)
Common Stock	03/14/2014		J		88,194 (4)	A \$ 0 184,488 (5)	D
Common Stock	03/14/2014		J		15,156 (4)	A \$ 0 26,076	I See Footnote (6)

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 (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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				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

BLOOM BRADLEY M
C/O BERKSHIRE PARTNERS LLC
200 CLARENDON STREET, 35TH FLOOR
BOSTON, MA 02116

X

Signatures

/s/ Bradley M.
Bloom

03/18/2014

__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).

Represents shares distributed by the Berkshire Entities (as defined below) to their respective partners and members. This Form 4 has been filed because the Reporting Person is a director of the Issuer and a managing member of, or managing member of the general partner of,

- (1) each of the Berkshire Entities. As such, the Reporting Person may be deemed to have shared voting and/or dispositive power over the shares held by the Berkshire Entities. However, the Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

Represents shares of Class B Common Stock owned by Berkshire Fund VII, L.P. ("Fund VII"), Berkshire Fund VII-A, L.P. ("Fund

- (2) VII-A"), Berkshire Investors III LLC ("BI3") and Berkshire Investors IV LLC ("BI4" and together with Fund VII, Fund VII-A and BI3, the "Berkshire Entities"). Each share of Class B Common Stock is convertible to Class A Common Stock on a one-for-one basis.

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BPSP, L.P. ("BPSP") is the managing member of Berkshire Partners LLC, the registered investment adviser to the Berkshire Entities ("Berkshire"). Seventh Berkshire Associates LLC ("7BA") is the general partner of each of Fund VII and Fund VII-A. The Reporting

(3) Person is a managing member of, or a managing member of the general partner of, each of Berkshire, BPSP, 7BA, BI3 and BI4. As such, the Reporting Person may be deemed to have shared voting and/or dispositive power over the shares held by such entities. However, the Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(4) Represents shares of Class A Common Stock received as part of the distribution by the Berkshire Entities referred to in note (1) above.

Includes (i) 88,194 shares of Class A Common Stock received by the Reporting Person as part of the distribution by the Berkshire

(5) Entities referred to above, (ii) 62,167 shares of Class A Common Stock beneficially owned by the Reporting Person, and (iii) 34,167 shares of Class A Common Stock issuable under Class A Common Stock Restricted Stock Units received in connection with the Reporting Person's service on the Board of Directors of the Issuer.

Includes (i) 15,156 shares of Class A Common Stock received by certain family trusts as part of the distribution by the Berkshire Entities referred to above, and (ii) 10,920 shares of Class A Common Stock beneficially owned by such family trusts. Members of the Reporting

(6) Person's family serve as trustee and are beneficiaries of such family trusts. As such, the Reporting Person may be deemed to share beneficial ownership of the shares held by such family trusts. However, the Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

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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