

COTY INC.
Form 3
June 13, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

INITIAL STATEMENT OF 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 *

Â JAB Holdings II B.V.

(Last) (First) (Middle)

OUDEWEG 147,Â

(Street)

HAARLEM,Â P7Â 2031 CC

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/13/2013

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

| | | | | | | | |
|------------------------|------------|-------|--------------------------------|-------------|------------|---|---|
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock (1) | 313,406,544 | \$ 0 | D | Â |
| Obligation to Sell (2) | 06/12/2013 | Â (3) | Class A Common Stock | 43,555,901 | \$ 16.8875 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JAB Holdings II B.V. OUDEWEG 147 HAARLEM,Â P7Â 2031 CC | Â | Â X | Â | Â |
| JAB Holdings B.V. OUDEWEG 147 CC HAARLEM,Â P7Â 2031 | Â | Â X | Â | Â |
| Parentes Holding SE ROOSEVELTPLATZ 4-5 TOP 10 VIENNA,Â C4Â A-1090 | Â | Â X | Â | Â |
| Donata Holding SE ROOSEVELTPLATZ 4-5 / TOP 10 VIENNA,Â C4Â 1090 | Â | Â X | Â | Â |

Signatures

Markus Hopmann,
Attorney-in-Fact

06/13/2013

__Signature of Reporting Person Date

Joachim Creus,
Attorney-in-Fact

06/13/2013

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Class B Common Stock is convertible to Class A Common Stock on a one-for-one basis. This Statement is being filed by JAB Holdings II B.V. ("JAB II"), JAB Holdings B.V. ("JAB"), Parentes Holding SE ("Parentes") and Donata Holding SE ("Donata" and, together with JAB II, JAB and Parentes, the "Reporting Persons"). JAB II is an indirect subsidiary of each of Parentes and Donata. JAB is an indirect subsidiary of Parentes and a direct stockholder of JAB II. Other intervening subsidiaries are Donata Holdings B.V., Joh. A. Benckiser s.a r.l., and JAB Investments s.a r.l. JAB, 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. The address of Donata and Parentes is: Rooseveltplatz 4-5 / Top 10, A-1090 Vienna, Austria. JAB's address is the same as JAB II's.
- (1) Pursuant to an underwriting agreement dated June 12, 2013, JAB II is obligated to sell 43,555,901 shares of Class A Common Stock to the underwriter parties to such agreement.
- (2) The underwriting agreement referenced in footnote 2 does not specify an express termination date.

Edgar Filing: COTY INC. - Form 3

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.