

COTY INC.  
Form 4  
July 05, 2017

**FORM 4**

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

OMB APPROVAL

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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 \*  
Macchio Ralph

(Last) (First) (Middle)

COTY INC., 350 FIFTH AVENUE

(Street)

NEW YORK, NY 10118

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
06/30/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Chief Scientific Officer

6. Individual or Joint/Group Filing (Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Class A common stock	06/30/2017		M		63,755 A \$ 0 84,588	D	
Class A common stock	06/30/2017		F		25,236 (1) D \$ 0 59,352	D	

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

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SEC 1474 (9-02)

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**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. P... Der... Sec... (Ins...	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <sup>(2)</sup>	<u>(3)</u>	06/30/2017		M	63,755	<u>(4)</u>	<u>(4)</u>	Class A common stock	63,755

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Macchio Ralph COTY INC. 350 FIFTH AVENUE NEW YORK, NY 10118			Chief Scientific Officer	

**Signatures**

/s/ Tracy Rapp,  
Attorney-in-Fact  
  
07/05/2017  
  
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 surrendered to the Issuer in connection with the vesting of restricted stock units to satisfy the income tax withholding and remittance obligations of the Reporting Person at a net settlement price equal to the closing price of Class A Common Stock on the New York Stock Exchange on June 30, 2017 of \$18.76 and does not represent a sale by the Reporting Person.
- (1) and remittance obligations of the Reporting Person at a net settlement price equal to the closing price of Class A Common Stock on the New York Stock Exchange on June 30, 2017 of \$18.76 and does not represent a sale by the Reporting Person.
- (2) The transactions represent vesting of restricted stock units upon the Reporting Person's retirement as Chief Scientific Officer of the Issuer.
- (3) Upon vesting, each Restricted Stock Unit settles for one share of Class A common stock of Coty Inc.
- (4) On September 25, 2012, the Reporting Person was granted 37,500 restricted stock units, vesting on September 25, 2017. On September 30, 2013, the Reporting Person was granted 37,500 restricted stock units, vesting on September 30, 2018.
- (5) 11,245 restricted stock units were forfeited by the Reporting Person upon his retirement in accordance with the terms of the Issuer's Equity and Long-Term Incentive Plan.

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.