

COTY INC.
Form 4
June 16, 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

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 *
Rhône Capital L.L.C.

(Last) (First) (Middle)
630 FIFTH AVE, 27TH FLOOR
(Street)

NEW YORK, NY 10111

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/12/2014

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		
Class B Common Stock	06/12/2014		D		19,429,348	D	\$ 16.7779	0	D ⁽¹⁾
Class A Common Stock	06/12/2014		D		29,893 ⁽²⁾	D	\$ 16.7779	0	I See Footnote ⁽²⁾
Class A Common Stock	06/12/2014		D		4,274 ⁽²⁾	D	\$ 0 ⁽³⁾	0	I See Footnote ⁽²⁾

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 (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rhone Capital L.L.C. 630 FIFTH AVE, 27TH FLOOR NEW YORK, NY 10111	X	X		
Rhone Holdings III L.L.C. 630 FIFTH AVE, 27TH FLOOR NEW YORK, NY 10111		X		
Rhone Capital III L.P. 630 FIFTH AVE, 27TH FLOOR NEW YORK, NY 10111		X		
Rhone Group L.L.C. 630 FIFTH AVE, 27TH FLOOR NEW YORK, NY 10111		X		
Worldwide Beauty GP L.L.C. 630 FIFTH AVE, 27TH FLOOR NEW YORK, NY 10111		X		
Worldwide Beauty Offshore L.P. 630 FIFTH AVE, 27TH FLOOR NEW YORK, NY 10111		X		
			X	

Worldwide Beauty Onshore L.P.
630 FIFTH AVE, 27TH FLOOR
NEW YORK, NY 10111

Signatures

/s/ M. Allison Steiner, Authorized Signatory for Rhone Capital L.L.C.	06/16/2014
__Signature of Reporting Person	Date
/s/ M. Allison Steiner, Authorized Signatory for Rhone Holdings III L.L.C.	06/16/2014
__Signature of Reporting Person	Date
/s/ M. Allison Steiner, Authorized Signatory for Rhone Capital III L.P.	06/16/2014
__Signature of Reporting Person	Date
/s/ M. Allison Steiner, Authorized Signatory for Rhone Group L.L.C.	06/16/2014
__Signature of Reporting Person	Date
/s/ M. Allison Steiner, Authorized Signatory for Worldwide Beauty GP L.L.C.	06/16/2014
__Signature of Reporting Person	Date
/s/ M. Allison Steiner, Authorized Signatory for Worldwide Beauty Offshore L.P.	06/16/2014
__Signature of Reporting Person	Date
/s/ M. Allison Steiner, Authorized Signatory for Worldwide Beauty Onshore L.P.	06/16/2014
__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 Rhone Capital L.L.C., Rhone Holdings III L.L.C., Rhone Capital III L.P., Rhone Group L.L.C., Worldwide Beauty GP L.L.C., Worldwide Beauty Offshore L.P., and Worldwide Beauty Onshore L.P. (collectively, the "Reporting Persons"). The principal business address of each Reporting Person is 630 Fifth Ave, 27th Floor, New York, New York 10111. One or

(1) more of the Reporting Persons are party to a stockholders agreement that relates to the voting of the shares covered by this Report and, as such, may be deemed to be a member, or members, of a group holding over 10% of the outstanding Common Stock of the Issuer for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934. The filing of this Report is not an admission that the Reporting Persons are members of a group or beneficial owners of any shares other than those in which they have a pecuniary interest.

Represents Restricted Stock Units received by Steven Langman in connection with his service on the Board of Directors of the Issuer. Mr.

(2) Langman has an understanding with entities affiliated with Rhone Capital L.L.C. pursuant to which he holds the Restricted Stock Units for the benefit of entities affiliated with Rhone Capital L.L.C.

(3) Forfeiture of unvested Restricted Stock Units due to resignation by Mr. Langman from the Board of Directors of the Issuer.

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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