

Terisse Pierre-Andre  
Form 4  
February 20, 2019

**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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Terisse Pierre-Andre

(Last) (First) (Middle)

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)

02/15/2019

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 Financial 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

**Persons who respond to the collection of  
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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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|

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| (Instr. 3)                           | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |         |     |                     |                    |                            |                                  |
|--------------------------------------|------------------------------------|------------------|------------|---------------------------------------------------------------|---------|-----|---------------------|--------------------|----------------------------|----------------------------------|
|                                      |                                    |                  | Code       | V                                                             | (A)     | (D) | Date<br>Exercisable | Expiration<br>Date | Title                      | Amount of<br>Number of<br>Shares |
| Stock<br>Option<br>(right to<br>buy) | \$ 11.08                           | 02/15/2019       | A          |                                                               | 676,893 |     | <u>(1)</u>          | 02/15/2029         | Class A<br>common<br>stock | 676,893                          |
| Restricted<br>Stock<br>Units         | <u>(2)</u>                         | 02/15/2019       | A          |                                                               | 191,082 |     | <u>(2)</u>          | <u>(2)</u>         | Class A<br>common<br>stock | 191,082                          |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                         |       |
|----------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                | Director      | 10% Owner | Officer                 | Other |
| Terisse Pierre-Andre<br>350 FIFTH AVENUE<br>NEW YORK, NY 10118 |               |           | Chief Financial Officer |       |

## Signatures

/s/Christina Kiely,  
Attorney-in-Fact

02/20/2019

                    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 a matching Stock Option granted to the Reporting Person in connection with the Elite Program under the Issuer's Equity and Long-Term Incentive Plan. If at any time starting on February 15, 2020 through February 15, 2024, the Reporting Person owns fewer than (1) 225,631 shares of Class A Common Stock but more than 135,379, a pro rata portion of the matching Stock Option will be forfeited. If at any time starting on February 15, 2020 through February 15, 2024, the Reporting Person owns fewer than 135,379, the entire matching Stock Option will be forfeited.

Upon vesting, each Restricted Stock Unit settles for one share of Class A Common Stock of the Issuer. Subject to certain vesting (2) conditions and exceptions, the Restricted Stock Units vest as follows: 60% on February 15, 2022, 20% on February 15, 2023 and 20% on February 15, 2024.

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.