Terisse Pierre-Andre Form 4 February 20, 2019

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

**OMB APPROVAL** 

3235-0287

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January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

1. Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Terisse Pierre-Andre

(First)

(Middle)

(Street)

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 Other (specify

X\_ Officer (give title below) 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

NEW YORK, NY 10118

350 FIFTH AVENUE

(City) (State) (Zip)

> 2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. Code

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (T) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

#### Edgar Filing: Terisse Pierre-Andre - Form 4

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

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Manie / Address	

Director 10% Owner Officer Other

Terisse Pierre-Andre 350 FIFTH AVENUE 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.

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