

COTY INC.
Form SC 13G
February 14, 2014
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c), AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2

(Amendment No.)*

Coty Inc.

(Name of Issuer)

Class A Common Stock, \$0.01 par value per share

(Title of Class of Securities)

222070203

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

£ Rule 13d-1(b)

£ Rule 13d-1(c)

S Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Schedule 13G

Page 2 of 9 Pages

CUSIP NO: 222070203

1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

JAB Holdings B.V.

Check the
Appropriate

2. Box if a
Member of a
Group (See
Instructions)

(a) £

(b) S

3. SEC USE ONLY

4. Citizenship or Place of Organization

The Netherlands

Number of	5.	Sole Voting Power
Shares		0
Beneficially	6.	Shared Voting Power
Owned by		263,752,817(1)
Each	7.	Sole Dispositive Power
Reporting		0
Person With	8.	Shared Dispositive Power
		263,752,817(1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

263,752,817

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

11. Percent of Class Represented by Amount in Row (9)

76.4%(1)(2)

12. Type of Reporting Person (See Instructions)

OO

(1) All 263,752,817 shares are shares of Class B Common Stock held of record by JAB Holdings B.V. JAB Holdings B.V. is an indirect subsidiary of Parentes Holding SE and Donata Holding SE. Other intervening subsidiaries are Donata Holdings B.V., JAB Holding Company s.à r.l. and JAB Investments s.à r.l. Each share of Class B Common Stock is convertible at any time into one share of Class A Common Stock.

(2) The percentage ownership was calculated by dividing (a) the 263,752,817 Class B shares owned by the Reporting Person by (b) the sum of (i) such 263,752,817 Class B shares, and (ii) the 81,646,474 Class A shares outstanding as of November 5, 2013 as reported by the Issuer in its Quarterly Report on Form 10-Q for the period ended September 30, 2013. Each share of Class A Common Stock is entitled to one vote, and each share of Class B Common Stock is entitled to ten votes. The percentage ownership calculation does not reflect this ten-to-one voting power for the Class B Common Stock, since such Class B shares are deemed converted into Class A Shares for purposes of this Report.

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CUSIP NO: 222070203

1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

Parentes Holding SE

Check the
Appropriate

2. Box if a
Member of a
Group (See
Instructions)

(a) £

(b) S

3. SEC USE ONLY

4. Citizenship or Place of Organization

Austria

Number of	5.	Sole Voting Power
Shares		0
Beneficially	6.	Shared Voting Power
Owned by		263,752,817(1)
Each	7.	Sole Dispositive Power
Reporting		0
Person With	8.	Shared Dispositive Power
		263,752,817(1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

263,752,817

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2 The percentage ownership was calculated by dividing (a) the 263,752,817 Class B shares owned by the Reporting Person by (b) the sum of (i) such 263,752,817 Class B shares, and (ii) the 81,646,474 Class A shares outstanding as of November 5, 2013 as reported by the Issuer in its Quarterly Report on Form 10-Q for the period ended September 30, 2013. Each share of Class A Common Stock is entitled to one vote, and each share of Class B Common Stock is entitled to ten votes. The percentage ownership calculation does not reflect this ten-to-one voting power for the Class B Common Stock, since such Class B shares are deemed converted into Class A Shares for purposes of this Report.

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CUSIP NO: 222070203

1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

Donata Holding SE

Check the
Appropriate

2. Box if a
Member of a
Group (See
Instructions)

(a) £

(b) S

3. SEC USE ONLY

4. Citizenship or Place of Organization

Austria

Number of	5.	Sole Voting Power
Shares		0
Beneficially	6.	Shared Voting Power
Owned by		263,752,817(1)
Each	7.	Sole Dispositive Power
Reporting		0
Person With	8.	Shared Dispositive Power
		263,752,817(1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

263,752,817

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

11. Percent of Class Represented by Amount in Row (9)

76.4%(1)(2)

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CUSIP NO. 222070203

Item
1.(a) Name of Issuer:

Coty Inc.

Item
1.(b) Address of Issuer's Principal Executive Offices:

350 Fifth Avenue, New York, NY

Item
2.(a) Name of Person Filing:

JAB Holdings B.V.
Parentes Holding SE
Donata Holding SE

The foregoing entities are herein referred to collectively as the "Reporting Persons". JAB Holdings B.V. is an indirect subsidiary of Parentes Holding SE and Donata Holding SE. Other intervening subsidiaries are Donata Holdings B.V., JAB Holding Company s.à r.l. and JAB Investments s.à r.l.

Item
2.(b) Address of Principal Business Office or, if none, Residence:

The principal business address of JAB Holdings B.V. is Oudeweg 147, NL-2031 CC Haarlem, The Netherlands.

The principal business address of Parentes Holding SE is Rooseveltplatz 4-5 / Top 10, A-1090 Vienna, Austria.

The principal business address of Donata Holding SE is Rooseveltplatz 4-5 / Top 10, A-1090 Vienna, Austria.

Item
2.(c) Citizenship:

JAB Holdings B.V. is a Dutch Besloten Vennootschap.

Parentes Holding SE is an Austrian Societas Europaea.

Donata Holding SE is an Austrian Societas Europaea.

Item
2.(d) Title of Class of Securities:

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Class A Common Stock, par value \$0.01 per share

All 263,752,817 shares beneficially owned by the Reporting Persons are shares of Class B Common Stock. Each share of Class B Common Stock is convertible at any time into one share of Class A Common Stock.

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CUSIP NO. 222070203

Item 2.(e) CUSIP Number:

222070203

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

JAB Holdings B.V. is party to an Amended and Restated Stockholders Agreement with certain affiliates of Berkshire Partners LLC and Rhône Capital L.L.C. Pursuant to this stockholders agreement, (a) the Berkshire parties have the right to nominate a director to Coty Inc.'s board of directors, (b) the Rhône parties have the right to nominate a director to such board, and (c) each of the Coty stockholders party to this stockholders agreement has agreed to vote for the other parties' nominees. The foregoing description does not purport to be complete and is qualified in its entirety by reference to the form of Amended and Restated Stockholders Agreement which was filed with the Securities and Exchange Commission on April 24, 2013 as Exhibit 10.3 to Amendment No. 4 to the Issuer's Registration Statement on Form S-1. Because of this arrangement, the Reporting Persons may be deemed to be part of a "group", as provided in Rule 13d-5(b)(1) under the Securities Exchange Act of 1934. The Reporting Persons do not admit to being part of such a group with the Rhône and Berkshire parties, and disclaim any beneficial ownership in the shares of the Issuer held by the Berkshire or Rhône parties.

(a) Amount beneficially owned:

263,752,817(1)

(b) Percent of Class:

76.4%(1)(2)

1 All 263,752,817 shares are shares of Class B Common Stock held of record by JAB Holdings B.V. JAB Holdings B.V. is an indirect subsidiary of Parentes Holding SE and Donata Holding SE. Other intervening subsidiaries are Donata Holdings B.V., JAB Holding Company s.à r.l. and JAB Investments s.à r.l. Each share of Class B Common Stock is convertible at any time into one share of Class A Common Stock.

2 The percentage ownership was calculated by dividing (a) the 263,752,817 Class B shares owned by the Reporting Person by (b) the sum of (i) such 263,752,817 Class B shares, and (ii) the 81,646,474 Class A shares outstanding as of November 5, 2013 as reported by the Issuer in its Quarterly Report on Form 10-Q for the period ended September 30, 2013. Each share of Class A Common Stock is entitled to one vote, and each share of Class B Common Stock is entitled to ten votes. The percentage ownership calculation does not reflect this ten-to-one voting power for the Class B Common Stock, since such Class B shares are deemed converted into Class A Shares for purposes of this Report

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(c) Number of Shares as to which the person has:

i. Sole power to vote or to direct the vote:

0

ii. Shared power to vote or to direct the vote:

263,752,817(1)

iii. Sole power to dispose or to direct the disposition of:

0

iv. Shared power to dispose or to direct the disposition of:

263,752,817

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item
10. Certification.

Not applicable.

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CUSIP NO. 222070203

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2014

Parentes Holding SE
Donata Holding SE
JAB Holdings B.V.

/s/ Constantin Thun-Hohenstein
By: Constantin Thun-Hohenstein
Title: Attorney-in-Fact

/s/ Dietmar Guetter
By: Dietmar Guetter
Title: Attorney-in-Fact

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CUSIP NO. 222070203

EXHIBIT A

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned persons hereby agree that reports on Schedule 13G, and amendments thereto, with respect to the shares of Class A Common Stock, par value \$0.01 per share, of Coty Inc. may be filed in a single statement on behalf of each of such persons, and further, each of such persons designates Joachim Creus, Markus Hopmann, Constantin Thun-Hohenstein, Andrea Oechsler-Steinhauser and Dietmar Guetter as its agent and Attorney-in-Fact for the purpose of executing any and all Schedule 13G filings, and amendments thereto, required to be made by it with the Securities and Exchange Commission.

Date: February 14, 2014

Parentes Holding SE

/s/ Constantin Thun-Hohenstein

By: Constantin Thun-Hohenstein

Title: Authorized Representative (*Prokurist*)

/s/ Dietmar Guetter

By: Dietmar Guetter

Title: Authorized Representative (*Prokurist*)

Donata Holding SE

/s/ Constantin Thun-Hohenstein

By: Constantin Thun-Hohenstein

Title: Authorized Representative (*Prokurist*)

/s/ Dietmar Guetter

By: Dietmar Guetter

Title: Authorized Representative (*Prokurist*)

JAB Holdings B.V.

/s/ Constantin Thun-Hohenstein
By: Constantin Thun-Hohenstein
Title: Authorized Representative

/s/ Dietmar Guetter
By: Dietmar Guetter
Title: Authorized Representative