

COTY INC.
Form SC 13G/A
February 14, 2017

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. 2)*
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, 2016
(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)
- ý 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).

1. Names of Reporting Persons
I.R.S. Identification Nos. of
above persons (entities
only).

2. JAB Cosmetics B.V.
Check the Appropriate Box
if a Member of a Group
(See Instructions)

(a)
(b) ý

3. SEC USE ONLY

4. Citizenship or Place of
Organization

Number of The Netherlands
Shares 5. Sole Voting
Beneficially 6. Shared Voting Power
Owned by 271,118,041 (1)
Each 7. Sole Dispositive Power
Reporting 0
Person With 8. Shared Dispositive Power
Power 271,118,041 (1)

9. Aggregate Amount
Beneficially Owned by
Each Reporting Person

10. 271,118,041
Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares
(See Instructions)

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

12. 36.29% (1)(2)
Type of Reporting Person
(See Instructions)

OO

Includes 271,118,041 shares of Class A Common Stock held of record by JAB Cosmetics B.V. JAB Cosmetics (1)B.V. is an indirect subsidiary of Lucrezca SE and Agnatén SE and a direct subsidiary of JAB Holdings B.V.

(2)

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The percentage ownership was calculated by dividing the 271,118,041 Class A shares owned by the Reporting Person by the 747,117,746 Class A shares outstanding as of February 6, 2017 as reported by the Issuer in its Quarterly Report on Form 10-Q for the period ended December 31, 2016. Each share of Class A Common Stock is entitled to one vote.

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1. Names of Reporting Persons
I.R.S. Identification Nos. of
above persons (entities
only).

2. Lucesca SE
Check the Appropriate Box
if a Member of a Group
(See Instructions)

(a)
(b) ☐

3. SEC USE ONLY

4. Citizenship or Place of
Organization

Austria
Number of
Shares 5. 0

Beneficially 6. Shared Voting Power
Owned by 271,118,041 (1)
Each 7. Sole Dispositive Power
Reporting 0

Person With 8. Shared Dispositive Power
Power 271,118,041 (1)

9. Aggregate Amount
Beneficially Owned by
Each Reporting Person

271,118,041
10. Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares
(See Instructions)

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

36.29% (1)(2)
12. Type of Reporting Person
(See Instructions)

OO

Includes 271,118,041 shares of Class A Common Stock held of record by JAB Cosmetics B.V. JAB Cosmetics
(1)B.V. is an indirect subsidiary of Lucesca SE and Agnaten SE and a direct subsidiary of JAB Holdings B.V.

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The percentage ownership was calculated by dividing the 271,118,041 Class A shares owned by the Reporting Person by the 747,117,746 Class A shares outstanding as of February 6, 2017 as reported by the Issuer in its (2) Quarterly Report on Form 10-Q for the period ended December 31, 2016. Each share of Class A Common Stock is entitled to one vote.

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1. Names of Reporting Persons
I.R.S. Identification Nos. of
above persons (entities
only).

2. Agnaten SE
Check the Appropriate Box
if a Member of a Group
(See Instructions)

(a)
(b) ☐

3. SEC USE ONLY

4. Citizenship or Place of
Organization

Austria
Number of
Shares 5. 0

Beneficially 6. Shared Voting Power
Owned by 271,118,041 (1)
Each 7. Sole Dispositive Power
Reporting 0

Person With 8. Shared Dispositive Power
Power 271,118,041 (1)

9. Aggregate Amount
Beneficially Owned by
Each Reporting Person

271,118,041
10. Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares
(See Instructions)

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

36.29% (1)(2)
12. Type of Reporting Person
(See Instructions)

OO

Includes 271,118,041 shares of Class A Common Stock held of record by JAB Cosmetics B.V. JAB Cosmetics (1)B.V. is an indirect subsidiary of Lucrezca SE and Agnaten SE and a direct subsidiary of JAB Holdings B.V.

The percentage ownership was calculated by dividing the 271,118,041 Class A shares owned by the Reporting Person by the 747,117,746 Class A shares outstanding as of February 6, 2017 as reported by the Issuer in its (2) Quarterly Report on Form 10-Q for the period ended December 31, 2016. Each share of Class A Common Stock is entitled to one vote.

1. Names of Reporting Persons
I.R.S. Identification Nos. of
above persons (entities
only).

2. JAB Holdings B.V.
Check the Appropriate Box
if a Member of a Group
(See Instructions)

(a)
(b) ☐

3. SEC USE ONLY

4. Citizenship or Place of
Organization

The Netherlands
Number of 5. Sole Voting
Shares 0
Beneficially 6. Shared Voting Power
Owned by 271,118,041 (1)
Each 7. Sole Dispositive Power
Reporting 0
Person With 8. Shared Dispositive Power
Power 271,118,041 (1)

9. Aggregate Amount
Beneficially Owned by
Each Reporting Person

10. 271,118,041
Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares
(See Instructions)
Percent of Class
Represented by Amount in
11. Row (9)

12. 36.29% (1)(2)
Type of Reporting Person
(See Instructions)

OO

(1) Includes 271,118,041 shares of Class A Common Stock held of record by JAB Cosmetics B.V. JAB Cosmetics B.V. is an indirect subsidiary of Lucrezca SE and Agnaten SE and a direct subsidiary of JAB Holdings B.V.

The percentage ownership was calculated by dividing the 271,118,041 Class A shares owned by the Reporting Person by the 747,117,746 Class A shares outstanding as of February 6, 2017 as reported by the Issuer in its (2) Quarterly Report on Form 10-Q for the period ended December 31, 2016. Each share of Class A Common Stock is entitled to one vote.

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Item Name of Issuer:

1.(a)

Coty Inc.

Item Address of Issuer's Principal Executive Offices:

1.(b)

350 Fifth Avenue, New York, NY

Item Name of Person Filing:

2.(a)

JAB Cosmetics B.V.
Lucrezca SE
Agnaten SE
JAB Holdings B.V.

JAB Cosmetics B.V. is an indirect subsidiary of Lucrezca SE and Agnaten SE and a direct subsidiary of JAB Holdings B.V.

Item Address of Principal Business Office or, if none, Residence:

2.(b)

The principal business address of JAB Cosmetics B.V. is Oosterdoksstraat 80, NL 1011 DK Amsterdam, The Netherlands.

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

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

The principal business address of JAB Holdings B.V. is Oosterdoksstraat 80, NL 1011 DK Amsterdam, The Netherlands.

Item Citizenship:

2.(c)

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

Lucrezca SE is an Austrian Societas Europaea.

Agnaten SE is an Austrian Societas Europaea.

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

Item Title of Class of Securities:

2.(d)

Class A Common Stock, par value \$0.01 per share
271,118,041 shares beneficially owned by the Reporting Persons are of Class A Common Stock.

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.

(a) Amount beneficially owned:

271,118,041 (1)

(b) Percent of Class:

36.29% (1)(2)

(1) Includes 271,118,041 shares of Class A Common Stock held of record by JAB Cosmetics B.V. JAB Cosmetics B.V. is an indirect subsidiary of Lucrezca SE and Agnaten SE and a direct subsidiary of JAB Holdings B.V.

(2) The percentage ownership was calculated by dividing the 271,118,041 Class A shares owned by the Reporting Person by the 747,117,746 Class A shares outstanding as of February 6, 2017 as reported by the Issuer in its Quarterly Report on Form 10-Q for the period ended December 31, 2016. Each share of Class A Common Stock is entitled to one vote.

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

Sole power to vote or to direct the vote:

i. 0

Shared power to vote or to direct the vote:

ii. 271,118,041 (1)

Sole power to dispose or to direct the disposition of:

iii. 0

Shared power to dispose or to direct the disposition of:

iv. 271,118,041

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.

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 13, 2017

JAB Cosmetics B.V.

Lucreca SE

Agnaten SE

JAB Holdings B.V.

/s/ Constantin Thun-Hohenstein

By: Constantin Thun-Hohenstein

Title: Attorney-in-Fact

/s/ Markus Hopmann

By: Markus Hopmann

Title: Attorney-in-Fact

EXHIBIT NO.	DESCRIPTION
Exhibit A	Joint Filing Agreement filed by and among the Reporting Persons, dated as of February 16, 2016 (incorporated by reference to Exhibit A of the Schedule 13G filed with the Securities and Exchange Commission on February 16, 2016).