

COTY INC.
Form SC 13G
February 14, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

Coty Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.01 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)
 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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be

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“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).

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Berkshire Fund VII, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF
SHARES

12,675,043

BENEFICIALLY

6. SHARED VOTING POWER

OWNED BY

0

EACH
REPORTING

7. SOLE DISPOSITIVE POWER

PERSON

12,675,043

WITH:

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,675,043

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13.4%*

12. TYPE OF REPORTING PERSON

PN

*Percentage calculations are based on the number of shares of Class A Common Stock outstanding as of November 5, 2013, as provided in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013.

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Berkshire Fund VII-A, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF
SHARES

2,369,636

BENEFICIALLY

6. SHARED VOTING POWER

OWNED BY

0

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

2,369,636

WITH:

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,369,636

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.8%*

12. TYPE OF REPORTING PERSON

PN

*Percentage calculations are based on the number of shares of Class A Common Stock outstanding as of November 5, 2013, as provided in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013.

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Berkshire Investors IV LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF
SHARES

269,212

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

7. SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

269,212

8. SHARED DISPOSITIVE POWER

WITH:

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

269,212

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.3%*

12. TYPE OF REPORTING PERSON

PN

*Percentage calculations are based on the number of shares of Class A Common Stock outstanding as of November 5, 2013, as provided in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013.

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Berkshire Investors III LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

5. SOLE VOTING POWER

NUMBER OF
SHARES

115,457

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

7. SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

115,457

8. SHARED DISPOSITIVE POWER

WITH:

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

115,457

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%*

12. TYPE OF REPORTING PERSON

PN

*Percentage calculations are based on the number of shares of Class A Common Stock outstanding as of November 5, 2013, as provided in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013.

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Berkshire Partners LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

5. SOLE VOTING POWER

NUMBER OF SHARES 0

- BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%*

12. TYPE OF REPORTING PERSON

IA

* Percentage calculations are based on the number of shares of Class A Common Stock outstanding as of November 5, 2013, as provided in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013.

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- Item 1(a). Name of Issuer: The Issuer's name is Coty Inc. (the "Company" or the "Issuer").
- Item 1(b). Address of Issuer's Principal Executive Offices: The address of the principal executive offices of the Issuer is 350 Fifth Avenue, New York, NY 10118.
- Item 2(a). Name of Person Filing: This Schedule 13G (this "Statement") is being filed jointly by the following (each, a "Reporting Person," and, collectively, the "Reporting Persons"): Berkshire Fund VII, L.P. ("Fund VII"), Berkshire Fund VII-A, L.P. ("Fund VII-A"), Berkshire Investors IV LLC ("Investors IV"), Berkshire Investors III LLC ("Investors III"), and Berkshire Partners LLC, the registered investment adviser to Fund VII, Fund VII-A, Investors IV and Investors III ("BP").
Seventh Berkshire Associates LLC, a Massachusetts limited liability company ("7BA"), is the sole general partner of Fund VII and Fund VII-A. BP and 7BA are under common control and may be deemed to be, but do not admit to being, a group for purposes of Section 13(g)(3) of the Act.
The Reporting Persons often make acquisitions in, and dispose of, securities of an issuer on the same terms and conditions and at the same time. Based on the foregoing and the relationships described herein, these entities may be deemed to constitute a "group" for purposes of Section 13(g)(3) of the Act. The filing of this statement shall not be construed as an admission that the Reporting Persons are a group, or have agreed to act as a group.
- Item 2(b). Address of Principal Business Office or, if none, Residence: The following address is the principal business offices of each of the Reporting Persons and 7BA: 200 Clarendon Street, 35th Floor, Boston, Massachusetts 02116.
- Item 2(c). Citizenship: Each of Fund VII, Fund VII-A and Investors IV is organized under the laws of the State of Delaware. Each of Investors III and BP is organized under the laws of the State of Massachusetts.
- Item 2(d). Title and Class of Securities: The class of equity securities to which this Statement relates is the Company's Class A common stock, par value \$0.01 per share (the "Class A Common Stock"). Each share of the Company's outstanding Class B common stock, par value \$0.01 per share (the "Class B Common Stock") is convertible into one share of the Company's Class A Common Stock.
- Item 2(e). CUSIP Number: The CUSIP Number to which this Statement relates is 222070203.
- Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c), Check Whether the Person Filing is a:
- Item 4. Ownership. (a)The responses of the Reporting Persons to Row (9) of the cover pages of this Statement are incorporated herein by reference. As the sole general partner of Fund VII and Fund VII-A, 7BA may be deemed to beneficially own shares of Class A Common Stock beneficially owned by Fund VII and Fund VII-A. However, 7BA disclaims beneficial ownership of such shares of Class A Common Stock and the filing of this Statement shall not be construed as an admission that 7BA is, for the purpose of Section 13(g) of the Act, the beneficial owner of such shares held by Fund VII and Fund VII-A.

Certain of the Reporting Persons are, along with JAB Holdings II B.V. and investment funds affiliated with Rhone Capital L.L.C. (collectively, the "Investors"), each party to an Amended and Restated Stockholders Agreement, which requires each of the Investors to vote together in respect of the selection of certain directors and certain other stockholder actions and also provides for certain coordination among the Investors in connection with certain sales of shares of Class A Common Stock or Class B Common Stock by any of them. Because of this Amended and Restated Stockholders Agreement, the Investors may be deemed to be a group for purposes of Section 13(d) under the Act, as amended. Each Reporting Person hereby disclaims beneficial ownership of the shares of Class A Common Stock beneficially owned by any person other than such Reporting Person.

(b) The responses of the Reporting Persons to Row (11) of the cover pages of this Statement are incorporated herein by reference. As of December 31, 2013, the Reporting Persons beneficially owned in the aggregate 15,429,348 shares of Class A Common Stock, in the form of 15,429,348 shares of the Company's Class B Common Stock, representing approximately 15.9% of the shares of the Class A Common Stock (determined in accordance with the requirements of Rule 13d-3 under the Act, as amended). Each share of Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis. One or more of the Reporting Persons are party to a stockholders agreement that relates to the voting of the shares covered by this Statement and, as such, may be deemed to be a member, or members, of a group holding over 10% of the outstanding Class A Common Stock of the Issuer for purposes of Section 13(d)(3) of the Act. The filing of this Statement is not an admission that the Reporting Persons are members of a group or beneficial owners of any shares other than those beneficially owned by such Reporting Person.

(c) The responses of the Reporting Persons to Rows (5) through (8) of the cover pages of this Statement are incorporated herein by reference.

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.

The responses of the Reporting Persons to Items 2(a) and 4(a) are incorporated herein by reference. Under certain circumstances, partners, members or managed accounts of a Reporting Person, as the case may be, could have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, shares of Class A Common Stock beneficially owned by such Reporting Person.

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.

See Item 4(a) above.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

(c) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

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.

BERKSHIRE FUND VII, L.P.

Dated: February
14, 2014

By: Seventh Berkshire Associates LLC,
its general partner

By: _____
Name: Sharlyn C. Heslam
Title: Managing Director

BERKSHIRE FUND VII-A, L.P.

By: Seventh Berkshire Associates LLC,
its general partner

By: _____
Name: Sharlyn C. Heslam
Title: Managing Director

BERKSHIRE INVESTORS IV LLC

By: _____
Name: Sharlyn C. Heslam
Title: Managing Director

BERKSHIRE INVESTORS III LLC

By: _____
Name: Sharlyn C. Heslam
Title: Managing Director

BERKSHIRE PARTNERS LLC

By: BPS, L.P.,
its managing member

By: Berkshire Partners Holdings LLC,
its general partner

By: _____

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Name: Sharlyn C. Heslam

Title: Managing Director

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Exhibit Index

| Exhibit No. | Description |
|-------------|---|
| 1 | Joint Filing Agreement among Reporting Persons |

JOINT FILING AGREEMENT

This will confirm the agreement by and among all the undersigned that the Schedule 13G filed on or about this date and any amendments thereto with respect to the beneficial ownership by the undersigned of shares of class A common stock, \$0.01 par value per share, of Coty Inc. is being filed on behalf of each of the undersigned in accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934. This agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. The execution and filing of this agreement shall not be construed as an admission that the undersigned are a group, or have agreed to act as a group.

Dated: February 14, 2014

BERKSHIRE FUND VII, L.P.

By: Seventh Berkshire Associates LLC,
its general partner

By: _____
Name: Sharlyn C. Heslam
Title: Managing Director

BERKSHIRE FUND VII-A, L.P.

By: Seventh Berkshire Associates LLC,
its general partner

By: _____
Name: Sharlyn C. Heslam
Title: Managing Director

BERKSHIRE INVESTORS IV LLC

By: _____
Name: Sharlyn C. Heslam
Title: Managing Director

BERKSHIRE INVESTORS III LLC

By: _____
Name: Sharlyn C. Heslam
Title: Managing Director

BERKSHIRE PARTNERS LLC

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By: BPSP, L.P.,
its managing member

By: Berkshire Partners Holdings LLC,
its general partner

By: _____
Name: Sharlyn C. Heslam
Title: Managing Director
