

COTY INC.
Form SC 14D9/A
April 26, 2019

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

SCHEDULE 14D-9
(Rule 14d-101)

Solicitation/Recommendation Statement
Under Section 14(d)(4) of the Securities Exchange Act of 1934
(Amendment No. 8)

Coty Inc.
(Name of Subject Company)
Coty Inc.
(Name of Persons Filing Statement)

Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)

222070203

(CUSIP Number of Class of Securities)

Greerson G. McMullen

Chief Legal Officer, General Counsel and Secretary

Coty Inc.

350 Fifth Avenue

New York, New York 10118

(212) 389-7300

**(Name, address, and telephone number of person authorized to receive
notices and communications on behalf of the persons filing statement)**

Copies to:

Brian J. Fahrney

John H. Butler

Scott R. Williams

Sidley Austin LLP

Christopher R. Hale

787 Seventh Avenue

Sidley Austin LLP

New York, New York 10019

One South Dearborn Street

(212) 839-5300

Chicago, Illinois 60603

(312) 853-7000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 8 (this **Amendment**) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended or supplemented from time to time, including pursuant to this Amendment, the **Schedule 14D-9**) originally filed by Coty Inc., a Delaware corporation (the **Company**), with the Securities and Exchange Commission on February 27, 2019. Except to the extent specifically provided in this Amendment, the information set forth in the Schedule 14D-9 is not being amended hereby. Capitalized terms used in this Amendment but not defined shall have the meanings specified in the Schedule 14D-9.

Item 8. Additional Information.

Item 8. Additional Information is hereby amended as follows:

The second and third sentences in the fourth paragraph under the section entitled *Additional Information - Regulatory Approvals* are hereby amended and restated in their entirety as follows:

Offeror has informed the Company that merger control or competition law filings outside of the U.S. are required of Offeror or its affiliates in various jurisdictions, including Brazil, Canada, China, the European Union, Mexico, Russia, South Africa, Turkey and Ukraine before the purchase of Shares in the Offer may be completed. As of April 26, 2019, Offeror has informed the Company that all required regulatory approvals, clearances or applicable waiting periods have been received or expired in all relevant jurisdictions.

On April 26, 2019, the Company issued a press release in connection with the foregoing. A copy of the press release is included as Exhibit (a)(7) to this Amendment and is incorporated herein by reference.

Item 9. Materials to be Filed as Exhibits.

Item 9. Materials to be Filed as Exhibits is hereby amended and supplemented by adding the following exhibit to the exhibit index:

Exhibit No.	Document
(a)(7)	<u>Press Release dated April 26, 2019.</u>

SIGNATURE

After due 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.

Coty Inc.

By: /s/ Greerson G. McMullen
Greerson G. McMullen
Chief Legal Officer, General Counsel and
Secretary

Dated: April 26, 2019