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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 OR 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 22, 2025 (December 20, 2025)**

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**Coty Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35964**  
(Commission  
File Number)

**13-3823358**  
(IRS Employer  
Identification No.)

**350 Fifth Avenue**  
**New York, NY**  
(Address of principal executive offices)

**10118**  
(Zip Code)

**Registrant's telephone number, including area code: (212) 389-7300**

**N/A**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                    | Trading<br>symbol(s) | Name of each exchange<br>on which registered |
|--|----------------------|--|
| Class A Common Stock, \$0.01 par value | COTY                 | New York Stock Exchange                      |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Appointment of Mr. Markus Strobel as Executive Chairman of the Board and Interim CEO*

On December 20, 2025, the Board of Directors (the “Board”) of Coty Inc. (NYSE: COTY) (the “Company”) appointed Mr. Markus Strobel to the role of Executive Chairman of the Board (“Executive Chairman”) and Interim Chief Executive Officer (“Interim CEO”), effective as of January 1, 2026 (the “Appointment Date”).

Following the Appointment Date, Mr. Strobel (i) will receive an annual base salary of \$1,250,000 (reduced to \$1,000,000 at such time that he is no longer serving as Interim CEO), (ii) will be eligible for a one-time cash sign-on bonus of \$940,000, paid on the first scheduled payroll date following June 30, 2026, and (iii) will receive an equity grant under the Company’s Equity and Long-Term Incentive Plan (the “Equity Plan”), including restricted stock units with a grant date fair value of \$3,000,000 (the “RSU Grant”) and 6,000,000 stock options with an exercise price equal to the fair market value on the grant date (the “Option Grant”), subject to the terms of the Equity Plan and the applicable award agreements. The RSU Grant will be subject to service-based vesting conditions vesting in three substantially equal installments on each of December 31, 2026, 2027 and 2028. The Option Grant will vest in full on December 31, 2028, subject to the achievement of applicable performance goals.

If Mr. Strobel’s employment is terminated without cause by the Company, or if Mr. Strobel terminates his employment for good reason within one year following a significant corporate transaction, subject to executing a release of claims, he will be entitled to receive (i) twelve months of base salary payable in substantially equal installments over the twelve-month period following such termination, and (ii) accelerated vesting of a portion of his outstanding and unvested stock options on the date of such termination, with such portion determined based on the achievement of applicable performance goals as of the termination date (pro-rated in the event that such termination is not in connection with a significant corporate transaction).

Mr. Strobel joins the Company after a distinguished 33-year career at Procter & Gamble, where he most recently served as President of Procter & Gamble’s Global Skin & Personal Care business that included a multi-billion-dollar portfolio of more than 12 global brands. There is no family relationship between Mr. Strobel and any director or executive officer of the Company. There have been no transactions, nor are there any currently proposed transactions, to which the Company or any of its subsidiaries was or is to be a participant in which Mr. Strobel, or any member of his immediate family, had, or will have, a direct or indirect material interest.

A copy of the press release announcing the appointment of Mr. Strobel as the Executive Chairman and Interim CEO is attached to this Current Report on Form 8-K as Exhibit 99.1. Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Registrant under the Securities Act of 1933 or the Exchange Act. A copy of the press release is also available on its website at [www.investors.coty.com](http://www.investors.coty.com).

*Separation of Ms. Sue Y. Nabi*

Ms. Sue Y. Nabi will cease to serve as the Company’s Chief Executive Officer, effective December 31, 2025 (the “Separation Date”). Effective as of the Separation Date, Ms. Nabi will resign as a member of the Board and from all other director, officer and trustee positions she holds with the Company and its affiliates.

In connection with her departure, the Company and Ms. Nabi entered into a Separation Agreement (the “Separation Agreement”) on December 20, 2025. Pursuant to the Separation Agreement, Ms. Nabi is entitled to receive a lump sum cash payment in lieu of notice of approximately \$1,741,575, representing six months of base salary, to be paid prior to January 15, 2026. The Separation Agreement further provides for the vesting of approximately 2,083,333 restricted stock units relating to shares of the Company on January 2, 2026; which Ms. Nabi is entitled to pursuant to the terms of such awards. All other outstanding and unvested equity awards held by Ms. Nabi as of the Separation Date will be forfeited. In exchange for these separation benefits, Ms. Nabi provided a general release of claims against the Company and reaffirmed certain existing restrictive covenants, including confidentiality and non-solicitation obligations.

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The foregoing description is qualified in its entirety by reference to the full text of the Separation Agreement, which will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the period ended December 31, 2025.

*Changes to the Board of Directors*

On December 20, 2025, the Board appointed Ms. Patricia Capel as a member of the Board, effective as of January 1, 2026, with a term expiring at the 2026 annual meeting of the Company's stockholders or until her respective successor is duly elected and qualified. In addition, the Board appointed Ms. Capel to the Board's Remuneration and Nomination Committee, also effective as of January 1, 2026. She will participate in the compensation arrangements for non-employee directors as described in the Company's Proxy Statement filed with the Commission on September 26, 2025.

There is no family relationship between Ms. Capel and any director or executive officer of the Company. There have been no transactions, nor are there any currently proposed transactions, to which the Company or any of its subsidiaries was or is to be a participant in which Ms. Capel, or any member of her immediate family, had, or will have, a direct or indirect material interest.

Peter Harf has resigned as Chairman of the Board, including as a director of the Board, after serving as the Chairman of the Board since 2020, effective December 31, 2025. Mr. Harf's resignation was not the result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u>   |
|--------------------|--|
| 99.1               | <a href="#">Press Release, dated December 22, 2025</a>                       |
| 104                | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Coty Inc.**  
(Registrant)

Date: December 22, 2025

By: /s/ Kristin Blazewicz

Name: Kristin Blazewicz

Title: Chief Legal Officer, General Counsel and Secretary



## **COTY APPOINTS MARKUS STROBEL EXECUTIVE CHAIRMAN AND INTERIM CEO**

NEW YORK – December 22, 2025 Coty Inc. (NYSE: COTY) (Paris: COTY) (“Coty” or “the Company”) today announced that Markus Strobel will become Executive Chairman of the Board and Interim Chief Executive Officer, effective January 1, 2026.

Strobel joins Coty after a distinguished 33-year career at Procter & Gamble, where he most recently served as President of P&G’s Global Skin & Personal Care business that included a multi-billion-dollar portfolio of more than 12 global brands. He is widely recognized for driving category and organizational transformation across P&G Beauty and for revitalizing SK-II into a leading prestige skincare brand in Asia. During his tenure, Strobel held senior roles across Beauty & Grooming spanning fine fragrance, hair care, and grooming. This included leading prestige brands like Gucci, Dolce & Gabbana, Valentino and Hugo Boss as part of his fragrance assignment. He spearheaded modernization of innovation, product supply, marketing and go-to-market strategies, and operating capabilities across North America, Greater China, Japan, Korea and Europe for his businesses.

As Executive Chairman and Interim CEO, Strobel will lead Coty at a pivotal moment for the Company. With a strategic review of the Consumer Beauty business underway, and the full support of the Board, Strobel sees significant opportunity to reinforce Coty’s leadership in beauty and unlock multiple avenues for profitable growth and expansion.

Strobel commented, “I am delighted to join Coty at this important juncture. Building on Coty’s strong foundations, I see tremendous potential to accelerate growth, strengthen our position in prestige and mass beauty, and deliver sustainable value for shareholders, partners, and consumers worldwide.”

Strobel succeeds Peter Harf, who will retire from Coty’s Board after more than three decades of service, and Sue Nabi, who will step down as Chief Executive Officer following a five-year tenure. Harf’s leadership helped shape Coty into a global beauty leader, while Nabi oversaw the launch of several blockbuster fragrances, including Burberry Goddess, and materially reduced Coty’s financial net leverage to ~3x. Both leave Coty with a strong foundation for future profitable growth.

About Coty Inc.

Founded in Paris in 1904, Coty is one of the world’s largest beauty companies with a portfolio of iconic brands across fragrance, color cosmetics, and skin and body care. Coty serves consumers around the world, selling prestige and mass market products in over 120 countries and territories. Coty and our brands empower people to express themselves freely, creating their own visions of beauty; and we are committed to protecting the planet.

Learn more at [coty.com](https://www.coty.com) or on LinkedIn and Instagram.

### **Investor Relations**

**Olga Levinzon, +1 212 389-7733**

**[olga\\_levinzon@cotyinc.com](mailto:olga_levinzon@cotyinc.com)**

### **Media**

**Antonia Werther, +31 621 394495**

**[antonia\\_werther@cotyinc.com](mailto:antonia_werther@cotyinc.com)**