FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ox if no longer subject to	STATEMENT OF

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden

Cricck this box in no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

(First)

C/O INTERTRUST CORPORATE SERVICES

(State)

1. Name and Address of Reporting Person*

(CAYMAN) LIMITED

GEORGE TOWN E9

(Street)

(City)

(Middle)

KY1-9005

(Zip)

obligat لــ	ions may contir tion 1(b).		Fil						ne Securi				f 1934			hours per	response:	0.5
	nd Address of <u>Capital, J</u>	Reporting Person*		2. I:	ssuer N	Name		cker o	r Trading						Check all app	ctor	X 10% (Owner
(Last) 245 PAR	•	,	(Middle)		Date of /17/20		est Trar	nsactio	n (Month	n/Day/`	Year)				Office belov	er (give title v)	Other below	(specify)
Street) NEW YO	ORK N'	Y	10167	- 4. Ii -	f Amen	ndmen	t, Date	of Ori	ginal File	ed (Mo	nth/Day	//Year)			ine) Form	r Joint/Group Fi n filed by One R n filed by More t on	eporting Pers	son
(City)	(St		(Zip)	untive	. 500		οο Λο	ir	od Die		od of	or B	lonof	 	ally Owns	- A		
Coty) (State) Tab Tab Title of Security (Instr. 3) Common Stock, par value \$0.01 per hare Common Stock Common Stock Common Stock Tab Title of Conversion Date		2. Transaction Date (Month/Day/Year)	2A. De Execu if any	2A. Deemed Execution Date,		3. Transact Code (In		ed, Disposed of, or Bene 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			nd S	i. Ar Secu Bene Own	mount of irities eficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
						Code	v	Amount		(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)					
	Stock, par	value \$0.01 per	12/17/2014				S		4,146,	,744	D	\$27.	02	13	,266,380	D(1)(2)(3)(4)		
Common	Stock		12/17/2014				S		3,659,	,042	D	\$27.	02	11	,706,108	D(1)(2)(3)(4)(5)		
Common Stock		12/17/2014				S		487,7	702	D	\$27.02		1,560,272		D(1)(2)(3)(4)(6)			
													6,322.0527		I	I See Footr		
		Ta	able II - Deriva (e.g., p												y Owned			
			3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		of Deri Sec Acq (A) o Disp of (I	5. Number		6. Date Exerc Expiration Da (Month/Day/Y			7. Title and Amount of Securities Underlying Derivative Security (Ins and 4)		8. Price of Derivative Security (Instr. 5)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exe	e rcisable	Expir Date		Title	Amou or Numb of Share	er				
	nd Address of <u>Capital, I</u>	Reporting Person*																
(Last) 245 PAR		(First) E, 16TH FL	(Middle)															
Street) NEW Y	ORK	NY	10167															
(City)		(State)	(Zip)															
		Reporting Person*	<u>man) II, L.P.</u>															

CCMP Capita		<u>L.P.</u>	
(Last)	(First)	(Middle)	
C/O CCMP CAI	PITAL, LLC		
245 PARK AVE	NUE		
(Street)			
NEW YORK	NY	10167	
(City)	(State)	(Zip)	
	ss of Reporting Personal Associates, <u>I</u>		
(Last)	(First)	(Middle)	
C/O CCMP CAI	PITAL, LLC		
245 PARK AVE	NUE		
(Street)			
NEW YORK	NY	10167	
(City)	(State)	(Zip)	
	ss of Reporting Personal Associates G		
CCMP Capita	al Associates G	<u>P, LLC</u>	
CCMP Capita (Last)	(First)	<u>P, LLC</u>	
CCMP Capita (Last) C/O CCMP CAR	(First)	<u>P, LLC</u>	
(Last) C/O CCMP CAI 245 PARK AVE	(First) PITAL, LLC NUE	<u>P, LLC</u>	

Explanation of Responses

- 1. This Form 4 is being filed by (i) CCMP Capital Investors II, L.P. ("CCMP Capital Investors"), (ii) CCMP Capital Investors (Cayman) II, L.P. ("CCMP Cayman" and together with CCMP Capital Investors, the "CCMP Capital Funds"), (iii) CCMP Capital Associates, L.P. ("CCMP Capital Associates"), the general partner of the CCMP Capital Funds, (iv) CCMP Capital Associates GP, LLC ("CCMP Capital Associates GP"), the general partner of CCMP Capital Associates and (v) CCMP Capital, LLC ("CCMP Capital"), the owner of CCMP Capital Associates GP (CCMP Capital, together with the CCMP Capital Funds, CCMP Capital Associates and CCMP Capital Associates GP, the "Reporting Persons"). (Continued in Footnote 2)
- 2. The amount of securities indicated in the first row of Table I reflects the aggregate amount of shares beneficially owned by the CCMP Capital Funds. See footnotes (4) and (5). (Continued in Footnote 2). The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by CCMP Capital Investors II, L.P.
- 3. Each of CCMP Capital Associates, CCMP Capital Associates GP and CCMP Capital may be deemed, pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to beneficially own the Issuer's Common Stock reported herein held by the CCMP Capital Funds. The actual pro rata portion of beneficial ownership of any such shares held by the CCMP Capital Funds that may be deemed attributable to CCMP Capital Associates, CCMP Capital Associates GP and CCMP Capital is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within CCMP Capital Associates and the CCMP Capital Funds. (Continued in Footnote 4).
- 4. The Reporting Persons disclaim beneficial ownership of the securities to the extent their pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 of the Exchange Act or otherwise. The amount shown represents the beneficial ownership of the Issuer's Common Stock held by the Reporting Persons as a group. Solely for purposes of Section 16 of the Exchange Act, the CCMP Capital Funds, CCMP Capital Associates, CCMP Capital Associates GP and CCMP Capital, LLC may be deemed directors-by-deputization. Information with respect to each Reporting Person is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- 5. The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by CCMP Capital Investors II, L.P.
- 6. The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by CCMP Capital Investors (Cayman) II, L.P.
- 7. The 6,322.0527 units represent dividend equivalent rights and were granted to Stephen P. Murray (President and Chief Executive Officer of CCMP Capital) in his capacity as a director of the Issuer. The dividend equivalent rights were granted in connection with the Issuer's quarterly dividend and accrued to Mr. Murray on the underlying deferred stock units held by Mr. Murray. These dividend equivalent rights vest on the same schedules as the underlying awards. CCMP Capital beneficially owns such shares indirectly as a result of contractual arrangements among Mr. Murray, the CCMP Capital Funds, CCMP Capital Associates and CCMP Capital. Mr. Murray disclaims beneficial ownership of the securities to the extent it exceeds his pecuniary interest therein and the inclusion of the securities in this report shall not be deemed to be an admission of beneficial ownership of the reported securities for the purposes of Section 16 of the Exchange Act or otherwise.

Remarks:

CCMP CAPITAL, LLC, By: /s/ Marc Unger, Name: Marc 12/19/2014 <u>Unger, Title: COO & CFO</u> **CCMP CAPITAL** INVESTORS II, L.P., By: **CCMP** Capital Associates, L.P., its General Partner, By: 12/19/2014 CCMP Capital Associates GP, LLC, its general partner, By: /s/ Marc Unger, Name: Marc Unger, Title: COO & CFO **CCMP CAPITAL** 12/19/2014 INVESTORS (CAYMAN) II, L.P., By: CCMP Capital Associates, L.P., its General Partner, By: CCMP Capital Associates GP, LLC, its general partner, By: /s/ Marc

Unger, Name: Marc Unger, Title: COO & CFO

CCMP CAPITAL

ASSOCIATES, L.P., By:

CCMP Capital Associates GP, 12/19/2014

LLC, its general partner, By: /s/ Marc Unger, Name: Marc Unger, Title: COO & CFO

CCMP CAPITAL ASSOCIATES GP, LLC, By:

12/19/2014

/s/ Marc Unger, Name: Marc Unger, Title: COO & CFO

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.