

ASCENDIA BRANDS, INC.
Form 3
March 23, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â COTY INC /		(Month/Day/Year)	ASCENDIA BRANDS, INC. [ASB]	
(Last)	(First)	(Middle)	03/15/2007	
2 PARK AVENUE				4. Relationship of Reporting Person(s) to Issuer
(Street)				(Check all applicable)
NEW YORK, Â NY Â 10016				5. If Amendment, Date Original Filed(Month/Day/Year)
(City)	(State)	(Zip)		
				6. Individual or Joint/Group Filing(Check Applicable Line)
				___ Form filed by One Reporting Person
				<u>X</u> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$.001 per share	5,021,299	D <u>(1)</u>	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Shares (I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COTY INC / 2 PARK AVENUE NEW YORK, NY 10016	Â	Â X	Â	Â
Donata Holding SE 2 PARK AVENUE NEW YORK, NY 10016	Â	Â X	Â	Â

Signatures

/s/ Stephen D. Ford, Authorized Person 03/23/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) A total of 5,021,299 shares of common stock of Ascendia Brands, Inc. are owned directly by Coty Inc. Coty Inc. is a majority owned subsidiary of Donata Holding SE ("Donata"). Donata is the indirect beneficial owner of the reported securities.

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

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