

MITAROTONDA JAMES A
Form 4
December 28, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN 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 *
MITAROTONDA JAMES A

2. Issuer Name and Ticker or Trading Symbol
AVON PRODUCTS INC [AVP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/26/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O BARINGTON CAPITAL GROUP, L.P., 888 SEVENTH AVENUE, 6TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10019

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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
Common Stock	12/26/2018		J		162,549 <u>(1)</u>	D	<u>(2)</u> 101,821
Common Stock					4,057,105	I	

By
Barington
Companies
Investors,
LLC (3) (4)

By
Barington
Companies
Equity
Partners, LP
(3) (5)

Common Stock 8,333 D

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MITAROTONDA JAMES A
C/O BARINGTON CAPITAL GROUP, L.P.
888 SEVENTH AVENUE, 6TH FLOOR
NEW YORK, NY 10019 X

Signatures

James A.
Mitarotonda 12/28/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
Reflects the distribution to a third party of 162,549 shares of common stock of the Company. Barington Companies Investors, LLC ("Barington Investors") may have previously been deemed to beneficially own such shares when they were under its control as the investment advisor to such third party. Following the distribution, Barington Investors may no longer be deemed to beneficially own such shares.

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(2) Not applicable.

The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this

(3) report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

The Reporting Person is the sole stockholder and director of LNA Capital Corp. LNA Capital Corp. is the general partner of Barington

(4) Capital Group, L.P., which is the majority member of Barington Investors. Barington Investors directly owns 101,821 shares of common stock of the Company.

The Reporting Person is the sole stockholder and director of LNA Capital Corp. LNA Capital Corp. is the general partner of Barington

(5) Capital Group, L.P. Barington Investors is the general partner of Barington Companies Equity Partners, L.P.

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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