**TIFFANY & CO** Form 3 March 16, 2017

## FORM 3

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

**OMB APPROVAL** 

**OMB** Number:

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement TIFFANY & CO [TIF] À Trapani Francesco (Month/Day/Year) 03/06/2017 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) TIFFANY & CO., Â 727 FIFTH (Check all applicable) **AVENUE** (Street) 6. Individual or Joint/Group 10% Owner \_X\_\_ Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting Person NEW YORK, NYÂ 10022 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

Ownership Form: Direct (D)

(I)

4. Nature of Indirect Beneficial

By Argenta Holdings Sarl (1)

Ownership (Instr. 5)

or Indirect

(Instr. 5) Common Stock \$.01 Par 200,000

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

SEC 1473 (7-02)

I

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#### 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)

Title

Conversion Ownership or Exercise Form of Price of Derivative Derivative Security: Direct (D) Security

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

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Date Expiration Amount or or Indirect Exercisable Date Number of (I) Shares (Instr. 5)

Common

Stock Appreciation Rights  $\hat{A}$   $\stackrel{(2)}{=}$   $\hat{A}$   $\stackrel{(2)}{=}$  Stock \$.01 75,000 \$  $\stackrel{(2)}{=}$  D  $\hat{A}$  Par

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Trapani Francesco TIFFANY & CO. 727 FIFTH AVENUE

 $\hat{A}$  X  $\hat{A}$   $\hat{A}$   $\hat{A}$ 

NEW YORK, NYÂ 10022

# **Signatures**

/s/ John C. Duffy, Attorney-in-Fact

03/16/2017

\*\*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) The reporting person owns 100% of the capital of Argenta Holdings Sarl.
- Granted pursuant to a Nomination Agreement entered into on February 8, 2017 between reporting person and JANA Partners LLC, a
  Delaware limited liability company. The cash settled stock appreciation rights vest in equal installments on the third and fifth
  anniversaries of reporting person's appointment to the issuer's board of directors, subject to his continued service as a director for at least
  one full term following such appointment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2