

COSTA INC
Form 3
November 18, 2013

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	
À ESSILOR INTERNATIONAL /FI			(Month/Day/Year)	COSTA INC [ATX]	
(Last)	(First)	(Middle)	11/07/2013	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
147, RUE DE PARIS				(Check all applicable)	
(Street)				___ Director	6. Individual or Joint/Group Filing(Check Applicable Line)
CHARENTON-LE-PONT,À I0À 94227				<input checked="" type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)		___ Officer	___ Form filed by More than One Reporting Person
				(give title below)(specify below)	

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)
Class A Common Stock	0 <u>(1)</u> <u>(2)</u>	I <u>(1)</u> <u>(2)</u>	See Footnotes <u>(1)</u> <u>(2)</u>

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 (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESSILOR INTERNATIONAL /FI 147, RUE DE PARIS CHARENTON-LE-PONT, I0 94227	Â	Â X	Â	Â

Signatures

By: Carol Xueref, Director for Legal Affairs and Group
Development

11/18/2013

__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) This Report is filed solely with respect to the Reporting Person ("Essilor") receiving certain voting/proxy rights in connection with the Agreement and Plan of Merger dated November 7, 2013 ("Merger Agreement") among Essilor, GWH Acquisition Sub Inc., a wholly-owned subsidiary of Essilor, and Costa Inc. ("Costa"), pursuant to which Essilor has agreed to acquire all the outstanding shares of common stock of Costa. Specifically, certain shareholders of Costa ("Shareholders") entered into Shareholder Agreements, each dated November 7, 2013 (together, "Shareholder Agreements"), pursuant to which each Shareholder has irrevocably appointed Essilor and each of its executive officers or other designees as such Shareholder's proxy and attorney-in-fact (with full power of substitution and re-substitution), for and in the name, place and stead of such Shareholder, to vote all such Shareholders' shares in favor of the merger and the Merger Agreement and against competing acquisition proposals.

(2) As a result of these grants of irrevocable proxies to vote, Essilor is deemed to have beneficial ownership (as that term is defined in Rule 13d-3 of the Exchange Act) of a number of shares of Class A Common Stock in excess of 10% of the outstanding shares of Class A Common Stock for the purposes of determining the applicability of the Form 3 filing requirement, but Essilor has no pecuniary interest (as defined in Rule 16a-1(a)(2) of the Exchange Act) in such shares as indicated in Table I. The form of Shareholder Agreement is attached as an exhibit to the Schedule 13D filed by Essilor on the date hereof, and is incorporated herein by reference.

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.