

Kors Michael David
Form 4
August 17, 2018

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kors Michael David

(Last) (First) (Middle)

33 KINGSWAY

(Street)

LONDON, X0 WC2B 6UF

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Michael Kors Holdings Ltd [KORS]

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

08/15/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Hon Chair & Chief Creative Off

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

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)
Ordinary shares, no par value	08/15/2018		M	167,000	A \$ 20	4,490,599 ⁽¹⁾	D
Ordinary shares, no par value	08/15/2018		S ⁽²⁾	157,500	D \$ 71.2949 ⁽³⁾	4,333,099 ⁽¹⁾	D
Ordinary shares, no par value	08/15/2018		S ⁽²⁾	9,500	D \$ 72.229 ⁽⁴⁾	4,323,599 ⁽¹⁾	D
Ordinary shares, no	08/15/2018		M	12,920	A \$ 20	42,255	I Held by spouse

par value

Ordinary					\$				
shares, no	08/15/2018	S ⁽⁵⁾	12,520	D	71.3002	29,735	I		Held by
par value					<u>(6)</u>				spouse

Ordinary					\$				
shares, no	08/15/2018	S ⁽⁵⁾	400	D	72.3175	29,335	I		Held by
par value					<u>(7)</u>				spouse

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

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SEC 1474
(9-02)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Employee share option (right to buy)	\$ 20	08/15/2018		M	167,000	<u>(8)</u>	12/14/2018	Ordinary shares, no par value	167,000
Employee share option (right to buy)	\$ 20	08/15/2018		M	12,920	<u>(8)</u>	12/14/2018	Ordinary share, no par value	12,920
Restricted share units	\$ 0					<u>(9)</u>	<u>(10)</u>	Ordinary shares, no par value	15,923 <u>(11)</u>
Restricted share units	\$ 0					<u>(12)</u>	<u>(10)</u>	Ordinary shares, no par value	4,009 <u>(11)</u>
Restricted share units	\$ 0					<u>(13)</u>	<u>(10)</u>	Ordinary shares, no par	10,813 <u>(11)</u>

					value	
Restricted share units	\$ 0		<u>(12)</u>	<u>(10)</u>	Ordinary shares, no par value	5,012 <u>(11)</u>
Restricted share units	\$ 0		<u>(9)</u>	<u>(10)</u>	Ordinary shares, no par value	3,184 <u>(11)</u>
Employee share option (right to buy)	\$ 67.52		<u>(14)</u>	06/15/2025	Ordinary shares, no par value	61,249
Restricted share units	\$ 0		<u>(14)</u>	<u>(10)</u>	Ordinary shares, no par value	44,431 <u>(11)</u>
Restricted share units	\$ 0		<u>(14)</u>	<u>(10)</u>	Ordinary shares, no par value	7,405 <u>(11)</u>
Employee share option (right to buy)	\$ 2.6316		<u>(8)</u>	10/25/2020	Ordinary shares, no par value	165,760
Employee share option (right to buy)	\$ 49.88		<u>(12)</u>	06/15/2023	Ordinary shares, no par value	14,503
Employee share option (right to buy)	\$ 47.1		<u>(9)</u>	06/15/2022	Ordinary shares, no par value	107,600
Employee share option (right to buy)	\$ 94.45		<u>(8)</u>	06/02/2021	Ordinary shares, no par value	89,316
Employee share option (right to	\$ 94.45		<u>(8)</u>	06/02/2021	Ordinary shares, no par value	5,104

buy)

Employee

share

option \$ 62.24

(right to

buy)

(8)

06/03/2020

Ordinary
shares,
no par
value

84,219

Employee

share

option \$ 62.24

(right to

buy)

(8)

06/03/2020

Ordinary
shares,
no par
value

12,031

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kors Michael David 33 KINGSWAY LONDON, X0 WC2B 6UF	X		Hon Chair & Chief Creative Off	

Signatures

/s/ Krista A. McDonough, as Attorney-in-Fact for Michael
Kors

08/17/2018

**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).
- (1) This amount excludes 95,000 ordinary shares, no par value, held by the Kors LePere Foundation. The reporting person may be deemed to have beneficial ownership of the shares held by the Kors LePere Foundation but does not have a pecuniary interest in such shares.
- These shares were sold pursuant to a Rule 10b5-1 trading plan. The 10b5-1 trading plan was put in place by the reporting person for estate planning purposes and may result in additional future share sales. The reporting person expects to retain a significant ownership interest in Michael Kors Holdings Limited (the "Company").
- (2) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$70.82 to \$71.80. Upon request of the staff of the SEC, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (3) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$71.83 to \$72.71. Upon request of the staff of the SEC, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (4) These shares were sold pursuant to a Rule 10b5-1 trading plan.
- The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$70.84 to \$71.83. Upon request of the staff of the SEC, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (5) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$71.95 to \$72.71. Upon request of the staff of the SEC, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (6) Immediately exercisable.
- (7)
- (8)

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(9) Granted on June 15, 2015 pursuant to the Michael Kors Holdings Limited Amended and Restated Omnibus Incentive Plan (the "Incentive Plan"). These securities vest 25% each year on June 15, 2016, 2017, 2018, and 2019, respectively, subject to grantee's continued employment with the Company through the vesting date.

(10) The RSUs do not expire.

(11) Settlement of this award will be satisfied through the issuance of one ordinary share for each vested RSU.

(12) Granted on June 15, 2016 pursuant to the Incentive Plan. These securities vest 25% each year on June 15, 2017, 2018, 2019, and 2020, respectively, subject to grantee's continued employment with the Company through the vesting date unless the grantee is retirement eligible.

(13) Granted on June 15, 2017 pursuant to the Incentive Plan. These securities vest 25% each year on June 15, 2018, 2019, 2020, and 2021, respectively, subject to grantee's continued employment with the Company through the vesting date unless the grantee is retirement eligible.

(14) Granted on June 15, 2018 pursuant to the Incentive Plan. These securities vest 25% each year on June 15, 2019, 2020, 2021, and 2022, respectively, subject to grantee's continued employment with the Company through the vesting date unless the grantee is retirement eligible.

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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