

Michael Kors Holdings Ltd  
Form 4  
June 04, 2014

**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  
burden hours per  
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O MICHAEL KORS LTD, UNIT  
1902, 19/F, TOWER 6, THE  
GATEWAY, HARBOUR CITY

(Street)

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

Michael Kors Holdings Ltd [KORS]

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

06/02/2014

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

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

TSIM SHA TSI, KOWLOON, K3

(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)
Ordinary shares, no par value	06/02/2014		A	27,792 (1)	A \$ 0	4,346,325	D
Ordinary shares, no par value	06/03/2014		F	4,720 (2)	D \$ 94.05	4,341,605	D
Ordinary shares, no par value	06/02/2014		A	4,764 (1)	A \$ 0	26,251	I Held by spouse
Ordinary	06/04/2014		S	534 (3)	D \$	25,717	I Held by

Edgar Filing: Michael Kors Holdings Ltd - Form 4

shares, no par value	94.3959	spouse
Ordinary shares, no par value	95,000	I Held by the Kors LePere Foundation

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

**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.**

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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee share option (right to buy)	\$ 94.45	06/02/2014		A		89,316		<u>(1)</u>	06/02/2021	Ordinary shares, no par value
Employee share option (right to buy)	\$ 94.45	06/02/2014		A		5,104		<u>(1)</u>	06/02/2021	Ordinary shares, no par value
Performance-based restricted share units	\$ 0	06/02/2014		A		23,822		<u>(4)</u>	<u>(4)</u>	Ordinary shares, no par value
Employee share option (right to buy)	\$ 62.24							<u>(6)</u>	06/03/2020	Ordinary shares, no par value
Employee share option (right to buy)	\$ 62.24							<u>(6)</u>	06/03/2020	Ordinary shares, no par value
	\$ 0							(10)(4)	(4)	

Performance-based restricted share units					Ordinary shares, no par value
Employee share option (right to buy)	\$ 20	(7)	12/14/2018		Ordinary shares, no par value
Employee share option (right to buy)	\$ 2.6316	(8)	04/16/2018		Ordinary shares, no par value
Employee share option (right to buy)	\$ 2.6316	(9)	10/25/2020		Ordinary shares, no par value
Employee share option (right to buy)	\$ 20	(7)	12/14/2018		Ordinary share, no par value

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kors Michael David C/O MICHAEL KORS LTD, UNIT 1902, 19/F TOWER 6, THE GATEWAY, HARBOUR CITY TSIM SHA TSI, KOWLOON, K3	X		Hon Chair & Chief Creative Off	

## Signatures

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

06/04/2014

\_\_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) Granted on June 2, 2014 pursuant to the Michael Kors Holdings Limited Omnibus Incentive Plan (the "Incentive Plan"). 25% of these securities vest annually on each of June 2, 2015, 2016, 2017 and 2018, respectively, subject to grantee's continued employment with the Company through the vesting date.
- (2) Represents shares withheld by the Company to cover tax withholding obligations upon the vesting of restricted shares.
- (3) Represents shares sold to cover tax withholding obligations upon the vesting of restricted shares.
- (4) Each performance-based restricted share unit ("PRSUs") represents a contingent right to receive one ordinary share of the Company. The PRSUs will cliff vest after three years only upon achievement of a pre-established cumulative net earnings goal for the applicable three-year period, subject to the grantee's continued employment with the Company through the end of such performance period.

## Edgar Filing: Michael Kors Holdings Ltd - Form 4

- (5) The number of ordinary shares earned with respect to such PRSUs will range from 0-150% of the shares originally subject to the award, depending on actual achievement.
- Granted on June 3, 2013 pursuant to the Incentive Plan. 25% of these share options are immediately exercisable. The remaining
- (6) unvested share options will vest 25% each year on June 3, 2015, 2016 and 2017, respectively, subject to grantee's continued employment with the Company through the vesting date.
- Granted on December 14, 2011 pursuant to the Incentive Plan. One-half of these share options are immediately exercisable. Of the
- (7) remaining unvested share options one-half will vest annually on each of December 14, 2014 and 2015, respectively, subject to grantee's continued employment with the Company through the vesting date.
- (8) Immediately exercisable.
- Granted on October 25, 2010 pursuant to the Amended and Restated Michael Kors (USA), Inc. Stock Option Plan. These share options vest in full 10-years from the date of grant if the Company's shareholder net equity has increased by at least 20% per annum during such 10-year period. These share options may also vest on an accelerated basis if the pre-established annual performance goal (tied to annual
- (9) divisional pre-tax profit) for the year has been met, in each case, subject to the grantee's continued employment with the Company through the vesting date. 110,510 share options are immediately exercisable. If the annual performance goal is attained for Fiscal 2015, then the remaining 55,255 unvested share options will vest on or about the date the audit of the financial statements of the Company for the fiscal year ended March 28, 2015 is completed.
- (10) Granted on June 3, 2013 pursuant to the Incentive Plan.

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.