

Michael Kors Holdings Ltd
Form 4
June 04, 2015

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
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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)

06/02/2015

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)
			Code	V	Amount (A) or (D)	Price	
Ordinary shares, no par value	06/02/2015		F		3,888 (1)	D \$ 48.6	4,333,132 D
Ordinary shares, no par value	06/03/2015		F		4,720 (1)	D \$ 48.58	4,328,412 D
Ordinary shares, no par value	06/02/2015		F		529 (1)	D \$ 48.6	25,188 I Held by spouse
Ordinary shares, no	06/03/2015		F		535 (1)	D \$ 48.58	24,653 I Held by spouse

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par value

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.

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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)		8. P Der Sec (Ins	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee share option (right to buy)	\$ 94.45							<u>(2)</u>	06/02/2021	Ordinary shares, no par value	89,316
Employee share option (right to buy)	\$ 94.45							<u>(2)</u>	06/02/2021	Ordinary shares, no par value	5,104
Employee share option (right to buy)	\$ 62.24							<u>(3)</u>	06/03/2020	Ordinary shares, no par value	84,219
Employee share option (right to buy)	\$ 62.24							<u>(3)</u>	06/03/2020	Ordinary shares, no par value	12,031
	\$ 20							<u>(4)</u>	12/14/2018		387,597

Employee share option (right to buy)				Ordinary shares, no par value	
Employee share option (right to buy)	\$ 2.6316	(5)	04/16/2018	Ordinary shares, no par value	246,590
Employee share option (right to buy)	\$ 2.6316	(6)	10/25/2020	Ordinary shares, no par value	165,765
Employee share option (right to buy)	\$ 20	(7)	12/14/2018	Ordinary share, no par value	38,760

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

06/04/2015

__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) Represents shares withheld by the Company to cover tax withholding obligations upon the vesting of restricted shares.

Granted on June 2, 2014 pursuant to the Michael Kors Holdings Limited Omnibus Incentive Plan (the "Incentive Plan"). 25% of these share options are immediately exercisable. The remaining unvested share options will vest 25% each year on June 2, 2016, 2017 and 2018, respectively, subject to grantee's continued employment with the Company through the vesting date.

Granted on June 3, 2013 pursuant to the Incentive Plan. 50% of these share options are immediately exercisable. The remaining unvested share options will vest 25% each year on June 3, 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. 290,698 share options are immediately exercisable. The remaining 98,889 unvested share options will vest on December 14, 2015, subject to grantee's continued employment with the Company through the vesting date.

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(5) 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

(6) 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. 129,178 share options are immediately exercisable. If the annual performance goal is attained for Fiscal 2016, then the remaining 36,587 unvested share options will vest on or about the date the audit of the financial statements of the Company for the fiscal year ended April 2, 2016 is completed.

Granted on December 14, 2011 pursuant to the Incentive Plan. 29,070 share options are immediately exercisable. The remaining 9,690

(7) unvested share options will vest on December 14, 2015, subject to grantee's continued employment with the Company through the vesting date.

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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