

Michael Kors Holdings Ltd
Form 4
June 17, 2016

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 *
IDOL JOHN D

(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)

06/15/2016

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)

Chairman & CEO

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	06/15/2016		M		15,924 <u>(1)</u>	A	\$ 0	1,684,221	D
Ordinary shares, no par value	06/15/2016		F		8,273 <u>(2)</u>	D	\$ 49.88	1,675,948	D
Ordinary shares, no par value								95,000	I
Ordinary shares, no								150,000	I
									Held by the Idol Family Foundation
									Held by John D. Idol

par value									2013 GRAT #1
Ordinary shares, no par value					150,000	I			Held by John D. Idol 2013 GRAT #2

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

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(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Restricted share units	\$ 0	06/15/2016		M	15,924	(3) (4)	Ordinary shares, no par value 15,924
Employee share option (right to buy)	\$ 49.88	06/15/2016		A	14,503	(6) 06/15/2023	Ordinary shares, no par value 14,503
Restricted share units	\$ 0	06/15/2016		A	8,019	(6) (4)	Ordinary shares, no par value 8,019
Employee share option (right to buy)	\$ 47.1					(3) 06/15/2022	Ordinary shares, no par value 107,000
Employee share option (right to buy)	\$ 94.45					(7) 06/02/2021	Ordinary shares, no par value 89,000

Employee share option (right to buy)	\$ 2.6316	(8)	02/18/2020	Ordinary shares, no par value	491
Employee share option (right to buy)	\$ 5	(8)	03/25/2021	Ordinary shares, no par value	456
Employee share option (right to buy)	\$ 20	(8)	12/14/2018	Ordinary shares, no par value	387
Employee share option (right to buy)	\$ 62.24	(9)	06/03/2020	Ordinary shares, no par value	84,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IDOL JOHN D 33 KINGSWAY LONDON, X0 WC2B 6UF	X		Chairman & CEO	

Signatures

/s/ Krista A. McDonough, as Attorney-in-Fact for John D. Idol 06/17/2016

____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 settlement of restricted share units ("RSUs") through the issuance of one ordinary share for each vested RSU.
- (2) Represents shares withheld by the Company to cover tax withholding obligations upon the vesting of RSUs.
- 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.
- (3) 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.
- (4) The RSUs do not expire.
- (5) Settlement of this award will be satisfied through the issuance of one ordinary share for each vested RSU.
- (6) 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.

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- Granted on June 2, 2014 pursuant to the Incentive Plan. 50% of these share options are immediately exercisable. The remaining unvested
- (7) share options will vest 50% each year on June 2, 2017 and 2018, respectively, subject to grantee's continued employment with the Company through the vesting date.
- (8) Immediately exercisable.
- (9) Granted on June 3, 2013 pursuant to the Incentive Plan. 75% of these share options are immediately exercisable. The remaining unvested share options will vest on June 3, 2017, 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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