

Michael Kors Holdings Ltd  
Form 4  
October 04, 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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Meyran Pascale

(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  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

SVP, Chief HR Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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	06/15/2016		M	1,487 (1)	A \$ 0	8,090	D
Ordinary shares, no par value	06/15/2016		F	660 (2)	D \$ 49.88	7,430	D
Ordinary shares, no par value	06/16/2016		S	1,109	D \$ 48.9524 (3)	6,321	D
Ordinary shares, no	06/17/2016		S	827	D \$ 49.6497	5,494	D

par value

Ordinary

shares, no 10/01/2016

F

813 <sup>(2)</sup> D

\$ 46.44

4,681

D

par value

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 or Number of Shares
Restricted share units	\$ 0	06/15/2016		M		1,487		<u>(4)</u>	<u>(5)</u>	Ordinary shares, no par value	1,487 <u>(6)</u>
Employee share option (right to buy)	\$ 49.88	06/15/2016		A		7,252		<u>(7)</u>	06/15/2023	Ordinary shares, no par value	7,252
Restricted share units	\$ 0	06/15/2016		A		4,010		<u>(7)</u>	<u>(5)</u>	Ordinary shares, no par value	4,010 <u>(6)</u>
Employee share options (right to buy)	\$ 47.1							<u>(4)</u>	06/15/2022	Ordinary shares, no par value	10,043
Employee share options (right to buy)	\$ 71.66							<u>(8)</u>	10/01/2021	Ordinary shares, no par value	23,638

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Meyran Pascale 33 KINGSWAY LONDON, X0 WC2B 6UF	SVP, Chief HR Officer

## Signatures

/s/ Krista A. McDonough, as Attorney-in-Fact for Pascale Meyran	10/04/2016
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\_\_\_\_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 or restricted shares, as applicable.

The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$48.9501 - \$48.957. Upon request of the SEC staff, 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) 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.

(5) The RSUs do not expire.

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

(7) 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.

(8) Granted on October 1, 2014 pursuant to the Incentive Plan. 25% of these securities vest annually on each of October 1, 2015, 2016, 2017 and 2018, respectively, 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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