

IDOL JOHN D
Form 4
June 19, 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
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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)

06/15/2018

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)

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)
Ordinary shares, no par value	06/15/2018		M	15,923 (1)	A \$ 0	400,066 (4)	D
Ordinary shares, no par value	06/15/2018		F	7,798 (2)	D \$ 67.52	392,268 (4)	D
Ordinary shares, no par value	06/15/2018		M	2,005 (1)	A \$ 0	394,273 (4)	D
Ordinary shares, no	06/15/2018		F	982 (2)	D \$ 67.52	393,291 (4)	D

par value

Ordinary shares, no par value	06/15/2018	A	32,484 (3)	A	\$ 0	425,775 (4)	D
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Ordinary shares, no par value	06/15/2018	F	15,908 (2)	D	\$ 67.52	409,867 (4)	D
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Ordinary shares, no par value						1,300,000	I	Held by John D. Idol 2017 GRAT
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Ordinary shares, no par value						150,000	I	Held by John D. Idol 2013 GRAT #1
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Ordinary shares, no par value						150,000	I	Held by John D. Idol 2013 GRAT #2
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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	06/15/2018		M			15,923	<u>(5)</u>	<u>(6)</u>	Ordinary shares, no par value	15,923
Restricted share units	\$ 0	06/15/2018		M			2,005	<u>(8)</u>	<u>(6)</u>	Ordinary shares, no par value	2,005
	\$ 67.52	06/15/2018		A		61,249		<u>(9)</u>	06/15/2025		61,249

Employee share option, right to buy								Ordinary shares, no par value	
Restricted share units	\$ 0	06/15/2018		A	44,431	<u>(9)</u>	<u>(6)</u>	Ordinary shares, no par value	44,
Employee share option (right to buy)	\$ 2.6316					<u>(10)</u>	02/18/2020	Ordinary shares, no par value	128
Employee share option (right to buy)	\$ 5					<u>(10)</u>	03/25/2021	Ordinary shares, no par value	456
Employee share option (right to buy)	\$ 62.24					<u>(10)</u>	06/03/2020	Ordinary shares, no par value	84,
Employee share option (right to buy)	\$ 49.88					<u>(8)</u>	06/15/2023	Ordinary shares, no par value	14,
Employee share option (right to buy)	\$ 47.1					<u>(5)</u>	06/15/2022	Ordinary shares, no par value	107
Employee share option (right to buy)	\$ 94.45					<u>(10)</u>	06/02/2021	Ordinary shares, no par value	89,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		Chairman & CEO	

IDOL JOHN D
33 KINGSWAY
LONDON, X0 WC2B 6UF

Signatures

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

06/19/2018

____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) 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 vesting.
- (3) Represents shares acquired upon vesting of performance-based restricted share units.
- (4) This amount excludes 85,000 ordinary shares, no par value, held by the Idol Family Foundation. The reporting person may be deemed to have beneficial ownership of the shares held by the Idol Family Foundation but does not have a pecuniary interest in such shares.
- (5) 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 unless the grantee is retirement eligible.
- (6) The RSUs do not expire.
- (7) Settlement of this award will be satisfied through the issuance of one ordinary share for each vested RSU.
- (8) 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.
- (9) 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.
- (10) Immediately exercisable.

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.