

Meyran Pascale
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
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 *
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)

06/15/2018

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 Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Ordinary shares, no par value | 06/15/2018 | | M | 1,486 (1) | A \$ 0 9,754 | D | |
| Ordinary shares, no par value | 06/15/2018 | | F | 568 (2) | D \$ 67.52 9,186 | D | |
| Ordinary shares, no par value | 06/15/2018 | | M | 1,003 (1) | A \$ 0 10,189 | D | |
| Ordinary shares, no | 06/15/2018 | | F | 384 (2) | D \$ 67.52 9,805 | D | |

Edgar Filing: Meyran Pascale - Form 4

par value

| | | | | | | | |
|-------------------------------|------------|---|---------------------|---|----------|--------|---|
| Ordinary shares, no par value | 06/15/2018 | M | <u>4,326</u> (1) | A | \$ 0 | 14,131 | D |
| Ordinary shares, no par value | 06/15/2018 | F | <u>1,654</u> (2) | D | \$ 67.52 | 12,477 | D |
| Ordinary shares, no par value | 06/15/2018 | A | <u>3,032</u> (3) | A | \$ 0 | 15,509 | D |
| Ordinary shares, no par value | 06/15/2018 | F | <u>1,159</u> (2) | D | \$ 67.52 | 14,350 | D |

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 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 | 06/15/2018 | | M | 1,486 | <u>(4)</u> <u>(5)</u> | Ordinary shares, no par value 1,486 <u>(6)</u> |
| Restricted share units | \$ 0 | 06/15/2018 | | M | 1,003 | <u>(7)</u> <u>(5)</u> | Ordinary shares, no par value 1,003 <u>(6)</u> |
| Restricted share units | \$ 0 | 06/15/2018 | | M | 4,326 | <u>(8)</u> <u>(5)</u> | Ordinary shares, no par value 4,326 <u>(6)</u> |
| Employee share | \$ 67.52 | 06/15/2018 | | A | 8,167 | <u>(9)</u> 06/15/2025 | Ordinary shares, 8,167 |

| | | | | | | | | | |
|---|----------|------------|---|--------|-------------|------------|--|--|----------------------|
| option (right to buy) | | | | | | | | no par value | |
| Restricted share units | \$ 0 | 06/15/2018 | A | 13,329 | <u>(9)</u> | <u>(5)</u> | | Ordinary shares, no par value | 13,329 <u>(6)</u> |
| Employee share option (right to buy) | \$ 49.88 | | | | <u>(7)</u> | 06/15/2023 | | Ordinary shares, no par value | 5,430 |
| Employee share options (right to buy) | \$ 47.1 | | | | <u>(4)</u> | 06/15/2022 | | Ordinary shares, no par value | 5,020 |
| Employee share option (right to buy) | \$ 34.68 | | | | <u>(8)</u> | 06/15/2024 | | Ordinary shares, no par value | 25,810 |
| Employee share options (right to buy) | \$ 71.66 | | | | <u>(10)</u> | 10/01/2021 | | Ordinary shares, no par value | 23,630 |

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 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.

Edgar Filing: Meyran Pascale - Form 4

- (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.
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 unless grantee is retirement eligible.
- (8) Granted on June 15, 2017 pursuant to the Incentive Plan. These securities vest 25% each year on June 15, 2018, 2019, 2020, and 2021, respectively, subject to grantee's continued employment with the Company through the vesting date unless 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 grantee is retirement eligible.
- (10) 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.

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.