

Michael Kors Holdings Ltd
Form 4
February 28, 2014

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 *
Gibbons Judy

(Last) (First) (Middle)

**C/O MICHAEL KORS LTD, UNIT
1902, 19/F, TOWER 6, THE
GATEWAY, HARBOUR CITY**

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol

Michael Kors Holdings Ltd [KORS]

3. Date of Earliest Transaction
(Month/Day/Year)

02/26/2014

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

TSIM SHA TSUI, KOWLOON, K3

(City) (State) (Zip)

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	02/26/2014		P		1,980	A	\$ 100.171
					4,105	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
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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)**

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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. Price of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted share units	\$ 0					<u>(1)</u>	<u>(2)</u>	Ordinary shares, no par value	2,185 <u>(3)</u>
Restricted share units	\$ 0					<u>(4)</u>	<u>(2)</u>	Ordinary shares, no par value	1,975 <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gibbons Judy C/O MICHAEL KORS LTD, UNIT 1902, 19/F TOWER 6, THE GATEWAY, HARBOUR CITY TSIM SHA TSUI, KOWLOON, K3	X

Signatures

/s/ Krista A. McDonough, as Attorney-in-Fact for Judy Gibbons

02/28/2014

__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) Granted on August 1, 2013 pursuant to the Michael Kors Holdings Limited Omnibus Incentive Plan (the "Incentive Plan"). Subject to the director's continued service, this award will vest in full on the first anniversary of the date of grant (August 1, 2014). Settlement of this award is deferred until August 1, 2016 (or if earlier, the date of the director's separation from service within the meaning of Section 409A of the Internal Revenue Code).
- (2) The restricted share units do not expire.
- (3) Settlement of this award may be satisfied through the issuance of one ordinary share or cash equal to the fair market value of one ordinary share for each vested restricted share unit (as determined by the Compensation Committee of the Company in its sole discretion).

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- (4) Granted on November 1, 2012 pursuant to the Incentive Plan. This award vested in full on November 1, 2013. Settlement of this award is deferred until November 1, 2015 (or if earlier, the date of the director's separation from service within the meaning of Section 409A of the Internal Revenue Code).

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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