

Michael Kors Holdings Ltd
Form 4
December 18, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Parsons Joseph B.

(Last) (First) (Middle)

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

(Street)

TSIM SHA TSI, KOWLOON, K3

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Michael Kors Holdings Ltd [KORS]

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

12/16/2013

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)
EVP, CFO, COO & Treasurer

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)
			Code	V	Amount (A) or (D) Price		
Ordinary shares, no par value	12/16/2013		F		5,051 (1) \$ 82.2	D	

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

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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	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)	Amount of Shares
Employee share option (right to buy)	\$ 5					(2) 03/25/2021	Ordinary shares, no par value	456
Employee share option (right to buy)	\$ 20					(3) 12/14/2018	Ordinary shares, no par value	67,
Employee share option (right to buy)	\$ 62.24					(4) 06/03/2020	Ordinary shares, no par value	25,
Performance-based restricted share units	\$ 0					(5) (5)	Ordinary shares, no par value	8,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parsons Joseph B. C/O MICHAEL KORS LTD, UNIT 1902, 19/F TOWER 6, THE GATEWAY, HARBOUR CITY TSIM SHA TSI, KOWLOON, K3			EVP, CFO, COO & Treasurer	

Signatures

/s/ Krista A. McDonough, as Attorney-in-Fact for Joseph B. Parsons 12/18/2013

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 shares withheld by the Company to cover tax withholding obligations upon the vesting of restricted shares.

Granted on March 25, 2011 pursuant to the Amended and Restated Michael Kors (USA), Inc. Stock Option Plan. These share options vest in full 10-years from the date of grant if the Company's shareholder net equity has increased by at least 20% per annum during such

(2) 10-year period. These share options may also vest on an accelerated basis if the pre-established annual performance goal (tied to annual divisional pre-tax profit) for the year has been met, in each case, subject to the grantee's continued employment with the Company through the vesting date. One-third of these shares are currently vested and exercisable. If the annual performance goal is attained for Fiscal 2014 and/or Fiscal 2015, then an additional one-third of these share options will vest on or about the date the audit of the financial statements of the Company for the fiscal years ended March 29, 2014 and March 28, 2015, respectively, is completed.

Granted on December 14, 2011 pursuant to the the Michael Kors Holdings Limited Omnibus Incentive Plan (the "Incentive Plan").

(3) One-third of these share options are fully vested and exercisable. Of the remaining unvested share options one-half will vest annually on each of December 14, 2014 and 2015, respectively, subject to grantee's continued employment with the Company through the vesting date.

(4) Granted on June 3, 2013 pursuant to the Incentive Plan. 25% of these share options will vest annually on each of June 3, 2014, 2015, 2016 and 2017, respectively, subject to grantee's continued employment with the Company through the vesting date.

Each performance-based restricted share unit ("PRsUs") represents a contingent right to receive one ordinary share of the Company. The

(5) PRsUs will cliff vest around June 2016 only upon achievement of a pre-established cumulative net earnings goal for the applicable three-year period (2014-2016), subject to the grantee's continued employment with the Company through the end of such performance period.

(6) The number of ordinary shares earned with respect to such PRsUs will range from 0-150% of the shares originally subject to the award, depending on actual achievement.

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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