

Michael Kors Holdings Ltd  
Form 4  
June 07, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kors Michael David

(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)

06/03/2016

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)

Hon Chair &amp; Chief Creative Off

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Ordinary<br>shares, no<br>par value   | 06/03/2016                              |   | F                                    | 3,741<br>(1) D \$<br>48.45  | 4,335,940  | D   |   |
| Ordinary<br>shares, no<br>par value   | 06/03/2016                              |   | F                                    | 535 (1) D \$<br>48.45   | 21,741   | I   | Held by<br>spouse   |
| Ordinary<br>shares, no<br>par value   |   |   |                                      |   | 95,000   | I   | Held by the<br>Kors LePere<br>Foundation                          |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. P<br>Der<br>Sec<br>(Ins             |                                  |
|---|--|---|---|--------------------------------------|--|--|-----|---|--------------------|--|----------------------------------|
|   |  |   |   | Code                                 | V  | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title                                  | Amount or<br>Number of<br>Shares |
| Employee<br>share<br>option<br>(right to<br>buy)    | \$ 47.1  |   |   |                                      |  |  |     | (2)   | 06/15/2022         | Ordinary<br>shares,<br>no par<br>value | 107,604                          |
| Restricted<br>share unit                            | \$ 0   |   |   |                                      |  |  |     | (2)   | (3)                | Ordinary<br>shares,<br>no par<br>value | 63,694<br>(4)                    |
| Restricted<br>share unit                            | \$ 0   |   |   |                                      |  |  |     | (2)   | (3)                | Ordinary<br>shares,<br>no par<br>value | 12,739<br>(4)                    |
| Employee<br>share<br>option<br>(right to<br>buy)    | \$ 94.45   |   |   |                                      |  |  |     | (5)   | 06/02/2021         | Ordinary<br>shares,<br>no par<br>value | 89,316                           |
| Employee<br>share<br>option<br>(right to<br>buy)    | \$ 94.45   |   |   |                                      |  |  |     | (5)   | 06/02/2021         | Ordinary<br>shares,<br>no par<br>value | 5,104                            |
| Employee<br>share<br>option<br>(right to<br>buy)    | \$ 2.6316  |   |   |                                      |  |  |     | (6)   | 04/16/2018         | Ordinary<br>shares,<br>no par<br>value | 246,590                          |

|  |           |            |            |  |         |
|--|-----------|------------|------------|--|---------|
| Employee<br>share<br>option<br>(right to<br>buy) | \$ 2.6316 | <u>(6)</u> | 10/25/2020 | Ordinary<br>shares,<br>no par<br>value | 165,765 |
| Employee<br>share<br>option<br>(right to<br>buy) | \$ 20     | <u>(6)</u> | 12/14/2018 | Ordinary<br>shares,<br>no par<br>value | 387,597 |
| Employee<br>share<br>option<br>(right to<br>buy) | \$ 20     | <u>(6)</u> | 12/14/2018 | Ordinary<br>share, no<br>par value     | 38,760  |
| Employee<br>share<br>option<br>(right to<br>buy) | \$ 62.24  | <u>(7)</u> | 06/03/2020 | Ordinary<br>shares,<br>no par<br>value | 84,219  |
| Employee<br>share<br>option<br>(right to<br>buy) | \$ 62.24  | <u>(7)</u> | 06/03/2020 | Ordinary<br>shares,<br>no par<br>value | 12,031  |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Kors Michael David<br>33 KINGSWAY<br>LONDON, X0 WC2B 6UF | X             |           | Hon Chair & Chief Creative Off |       |

## Signatures

/s/ Krista A. McDonough, as Attorney-in-Fact for Michael  
Kors

06/07/2016

\_\_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 June 15, 2015 pursuant to the Michael Kors Holdings Limited Omnibus Incentive Plan (the "Incentive Plan"). These securities  
(2) will 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.

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- (3) The RSUs do not expire.
- (4) Settlement of this award will be satisfied through the issuance of one ordinary share for each vested RSU.  
Granted on June 2, 2014 pursuant to the Incentive Plan. 50% of these share options are immediately exercisable. The remaining unvested
- (5) share options will vest 50% each year on June 2, 2017 and 2018, respectively, subject to grantee's continued employment with the Company through the vesting date.
- (6) Immediately exercisable.
- (7) Granted on June 3, 2013 pursuant to the Incentive Plan. 75% of these share options are immediately exercisable. The remaining unvested share options will vest on June 3, 2017, 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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