

Kors Michael David  
Form 4  
June 19, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
Kors Michael David

2. Issuer Name and Ticker or Trading Symbol

Michael Kors Holdings Ltd [KORS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Hon Chair & Chief Creative Off

(Last) (First) (Middle)

33 KINGSWAY

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

06/15/2018

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(Street)

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

LONDON, X0 WC2B 6UF

(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 Ownership (Instr. 4)	
			Code	V	Amount or (D) Price			
Ordinary shares, no par value	06/15/2018		M		15,923 <sup>(1)</sup>	A	\$ 0	4,314,854 <sup>(2)</sup> D
Ordinary shares, no par value	06/15/2018		F		7,388 <sup>(3)</sup>	D	\$ 67.52	4,307,466 <sup>(2)</sup> D
Ordinary shares, no par value	06/15/2018		M		2,005 <sup>(1)</sup>	A	\$ 0	4,309,471 <sup>(2)</sup> D
Ordinary shares, no par value	06/15/2018		F		1,068 <sup>(2)</sup>	D	\$ 67.52	4,308,403 <sup>(2)</sup> D

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par value								
Ordinary shares, no par value	06/15/2018	A	<u>32,484</u> <sup>(4)</sup>	A	\$ 0	4,340,887 <sup>(2)</sup>	D	
Ordinary shares, no par value	06/15/2018	F	<u>17,288</u> <sup>(2)</sup>	D	\$ 67.52	4,323,599 <sup>(2)</sup>	D	
Ordinary shares, no par value	06/15/2018	M	<u>3,605</u> <sup>(1)</sup>	A	\$ 0	28,593	I	Held by spouse
Ordinary shares, no par value	06/15/2018	F	<u>1,919</u> <sup>(2)</sup>	D	\$ 67.52	26,674	I	Held by spouse
Ordinary shares, no par value	06/15/2018	M	<u>3,185</u> <sup>(1)</sup>	A	\$ 0	29,859	I	Held by spouse
Ordinary shares, no par value	06/15/2018	F	<u>1,696</u> <sup>(2)</sup>	D	\$ 67.52	28,163	I	Held by spouse
Ordinary shares, no par value	06/15/2018	M	<u>2,506</u> <sup>(1)</sup>	A	\$ 0	30,669	I	Held by spouse
Ordinary shares, no par value	06/15/2018	F	<u>1,334</u> <sup>(2)</sup>	D	\$ 67.52	29,335	I	Held by spouse

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 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
Restricted share units	\$ 0	06/15/2018		M	V 15,923	<sup>(5)</sup> <sup>(6)</sup>	Ordinary shares, no par 15,923

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								value	
Restricted share units	\$ 0	06/15/2018	M		2,005	<u>(8)</u>	<u>(6)</u>	Ordinary shares, no par value	2,005
Restricted share units	\$ 0	06/15/2018	M		3,605	<u>(9)</u>	<u>(6)</u>	Ordinary shares, no par value	3,605
Restricted share units	\$ 0	06/15/2018	M		3,185	<u>(5)</u>	<u>(6)</u>	Ordinary shares, no par value	3,185
Restricted share units	\$ 0	06/15/2018	M		2,506	<u>(8)</u>	<u>(6)</u>	Ordinary shares, no par value	2,506
Employee share option (right to buy)	\$ 67.52	06/15/2018	A	61,249		<u>(10)</u>	06/15/2025	Ordinary shares, no par value	61,249
Restricted share units	\$ 0	06/15/2018	A	44,431		<u>(10)</u>	<u>(6)</u>	Ordinary shares, no par value	44,431
Restricted share units	\$ 0	06/15/2018	A	7,405		<u>(10)</u>	<u>(6)</u>	Ordinary shares, no par value	7,405
Employee share option (right to buy)	\$ 2.6316					<u>(11)</u>	10/25/2020	Ordinary shares, no par value	165
Employee share option (right to buy)	\$ 49.88					<u>(8)</u>	06/15/2023	Ordinary shares, no par value	14,000
Employee share option (right to buy)	\$ 47.1					<u>(5)</u>	06/15/2022	Ordinary shares, no par value	107,000

Employee share option (right to buy)	\$ 94.45	(11)	06/02/2021	Ordinary shares, no par value	89,
Employee share option (right to buy)	\$ 94.45	(11)	06/02/2021	Ordinary shares, no par value	5,1
Employee share option (right to buy)	\$ 20	(11)	12/14/2018	Ordinary shares, no par value	387
Employee share option (right to buy)	\$ 20	(11)	12/14/2018	Ordinary share, no par value	38,
Employee share option (right to buy)	\$ 62.24	(11)	06/03/2020	Ordinary shares, no par value	84,
Employee share option (right to buy)	\$ 62.24	(11)	06/03/2020	Ordinary shares, no par value	12,

## Reporting Owners

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

## Signatures

/s/ Krista A. McDonough, as Attorney-in-Fact for Michael Kors 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) This amount excludes 95,000 ordinary shares, no par value, held by the Kors LePere Foundation. The reporting person may be deemed to have beneficial ownership of the shares held by the Kors LePere Foundation but does not have a pecuniary interest in such shares.
- (3) Represents shares withheld by the Company to cover tax withholding obligations upon vesting.
- (4) 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.  
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.
- (7) 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 the grantee is retirement eligible.
- (8) 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.
- (9) Immediately exercisable.
- (10) Immediately exercisable.
- (11)

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.