Michael Kors Holdings Ltd Form 4 November 03, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

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Expires:

Form filed by More than One Reporting

January 31, 2005

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Gibbons Judy Issuer Symbol Michael Kors Holdings Ltd [KORS] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Other (specify Officer (give title 33 KINGSWAY 11/01/2015 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

**LONDON WC2B 6UF** 

(State)

(Zip)

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

							•			•			•
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5	. A	mo	unt o	f	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	(A) c	or	S	Seci	ıriti	es		Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)		В	3en	efic	ially		(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			C	)wı	ned			Indirect (I)	Ownership
							F	oll	owi	ng		(Instr. 4)	(Instr. 4)
					( )		R	Rep	orte	ed			
					(A)		Τ	rar	ısac	tion(	(s)		
			C 1 W		or	ъ.	(]	Ins	tr. 3	and	4)		
			Code V	Amount	(D)	Price							
Ordinary													
shares, no	11/01/2015		M	1,975	A	<u>(1)</u>	6	5,89	95			D	
par value													

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisab 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	(1)	11/01/2015		M		1,975	11/01/2013(2)	<u>(3)</u>	Ordinary shares, no par value	1,975
Restricted share units	\$ 0						08/01/2014(2)	<u>(3)</u>	Ordinary shares, no par value	2,185 (4)
Restricted share units	\$ 0						07/30/2015(2)	(3)	Ordinary shares, no par value	1,841 (5)
Restricted share units	\$ 0						<u>(6)</u>	(3)	Ordinary shares, no par value	3,561 (5)

# **Reporting Owners**

Reporting Owner Name / Address	Keiationsnips								
	Director	10% Owner	Officer	Other					
Gibbons Judy 33 KINGSWAY LONDON WC2B 6UF	X								

## **Signatures**

/s/ Krista A. McDonough, as Attorney-in-Fact for Judy Gibbons 11/03/2015

\*\*Signature of Reporting Person Date

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# **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) Restricted share units ("RSUs") converted into ordinary shares of the Company on a one-for-one basis.

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- (2) Settlement of this award was deferred by the reporting person.
- (3) The RSUs do not expire.
- (4) 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 RSU (as determined by the Compensation Committee of the Company in its sole discretion).
- (5) Settlement of this award will be satisfied through the issuance of one ordinary share for each vested RSU.
  - Granted on July 30, 2015 pursuant to the Michael Kors Holdings Limited Amended and Restated Omnibus Incentive Plan. These RSUs vest on the earliest of: (1) the one year anniversary of the date of grant, or (2) the Company's annual shareholder meeting that occurs in
- the calendar year following the date of grant, and will be settled upon vesting unless the reporting person elects to defer settlement to a later date. If the reporting person's service with the Company terminates prior to the first anniversary of the date of grant, the RSUs will vest pro-rata based on the number of days from the date of grant through and including the date of the reporting person's termination of service. The RSUs will also vest in full in the event of the reporting person's death or disability.

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.