

Michael Kors Holdings Ltd  
Form 4  
June 03, 2016

**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 \*  
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)  
06/01/2016

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 & 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 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	(D)	Price
Ordinary shares, no par value	06/01/2016		M		43,380	A	(1) 4,365,842
Ordinary shares, no par value	06/01/2016		F		20,533 (2)	D	\$ 45.55 4,345,309
Ordinary shares, no par value	06/02/2016		F		3,888 (3)	D	\$ 47.51 4,341,421
Ordinary shares, no	06/02/2016		F		529 (3)	D	\$ 47.51 25,188
						I	Held by spouse

par value

Ordinary shares, no par value

95,000 I

Held by the Kors LePere Foundation

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)

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance-based restricted share units	\$ 0	06/01/2016		M	28,920	(1) (1)	Ordinary shares, no par value
Employee share option (right to buy)	\$ 47.1					(4) 06/15/2022	Ordinary shares, no par value
Restricted share unit	\$ 0					(4) (5)	Ordinary shares, no par value
Restricted share unit	\$ 0					(4) (5)	Ordinary shares, no par value
Employee share option (right to buy)	\$ 94.45					(7) 06/02/2021	Ordinary shares, no par value
Employee share option (right to buy)	\$ 94.45					(7) 06/02/2021	Ordinary shares, no par value

				value
Employee share option (right to buy)	\$ 2.6316	(8)	04/16/2018	Ordinary shares, no par value
Employee share option (right to buy)	\$ 2.6316	(9)	10/25/2020	Ordinary shares, no par value
Employee share option (right to buy)	\$ 20	(8)	12/14/2018	Ordinary shares, no par value
Employee share option (right to buy)	\$ 20	(8)	12/14/2018	Ordinary shares, no par value
Employee share option (right to buy)	\$ 62.24	(10)	06/03/2020	Ordinary shares, no par value
Employee share option (right to buy)	\$ 62.24	(10)	06/03/2020	Ordinary shares, no par value

## 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 David  
Kors

06/03/2016

\*\*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 performance-based restricted share units ("PSRUs") granted to the reporting person on June 3, 2013. The PSRUs vested on June 1, 2016 upon achievement of a pre-established cumulative net earnings goal for the applicable period resulting in the reporting person earning 150% of the shares originally subject to the award.

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- (2) Represents shares withheld by the Company to cover tax withholding obligations upon the vesting of the PSRUs.
- (3) 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
- (4) securities 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.
- (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 2, 2014 pursuant to the Incentive Plan. 25% of these share options are immediately exercisable. The remaining
- (7) unvested share options will vest 25% each year on June 2, 2016, 2017 and 2018, respectively, subject to grantee's continued employment with the Company through the vesting date.
- (8) Immediately exercisable.
- Granted on October 25, 2010 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 10-year period. These share options may also vest on an accelerated basis if the pre-established annual performance goal (tied to annual
- (9) 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. 129,178 share options are immediately exercisable. If the annual performance goal is attained for Fiscal 2016, then the remaining 36,587 unvested share options will vest on or about the date the audit of the financial statements of the Company for the fiscal year ended April 2, 2016 is completed.
- Granted on June 3, 2013 pursuant to the Incentive Plan. 50% of these share options are immediately exercisable. The remaining
- (10) unvested share options will vest 25% each year on June 3, 2016 and 2017, respectively, 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. 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.