

Michael Kors Holdings Ltd
 Form 4/A
 June 07, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

2. Issuer Name and Ticker or Trading Symbol
 Michael Kors Holdings Ltd [KORS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 33 KINGSWAY
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/01/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 Hon Chair & Chief Creative Off

LONDON, X0 WC2B 6UF
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 06/03/2016

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	D	
Ordinary shares, no par value	06/01/2016		F		22,273	D	(\$45.55)	4,343,569	D	
Ordinary shares, no par value	06/02/2016		F		3,888	D	(\$47.51)	4,339,681	D	
Ordinary shares, no	06/02/2016		F		529	D	(\$47.51)	22,276	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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					(6) 06/15/2022	Ordinary shares, no par value
Restricted share unit	\$ 0					(6) (7)	Ordinary shares, no par value
Restricted share unit	\$ 0					(6) (7)	Ordinary shares, no par value
Employee share option (right to buy)	\$ 94.45					(9) 06/02/2021	Ordinary shares, no par value
Employee share option (right to buy)	\$ 94.45					(9) 06/02/2021	Ordinary shares, no par value

				value
Employee share option (right to buy)	\$ 2.6316	(10)	04/16/2018	Ordinary shares, no par value
Employee share option (right to buy)	\$ 2.6316	(11)	10/25/2020	Ordinary shares, no par value
Employee share option (right to buy)	\$ 20	(10)	12/14/2018	Ordinary shares, no par value
Employee share option (right to buy)	\$ 20	(10)	12/14/2018	Ordinary shares, no par value
Employee share option (right to buy)	\$ 62.24	(12)	06/03/2020	Ordinary shares, no par value
Employee share option (right to buy)	\$ 62.24	(12)	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

06/07/2016

**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 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.

Edgar Filing: Michael Kors Holdings Ltd - Form 4/A

- (2) The Form 4, as originally filed, has been amended because it incorrectly understated the number of shares withheld to cover taxes.
- (3) Represents shares withheld by the Company to cover tax withholding obligations upon the vesting of the PSRUs.
- (4) Represents shares withheld by the Company to cover tax withholding obligations upon the vesting of restricted shares.
- (5) The Form 4, as originally filed, has been amended because it incorrectly overstated the number of shares beneficially owned by the reporting person's spouse following the reported transaction.

Granted on June 15, 2015 pursuant to the Michael Kors Holdings Limited Omnibus Incentive Plan (the "Incentive Plan"). These 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.
- (6) The RSUs do not expire.
- (7) 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 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 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.
- (9) Granted on June 3, 2013 pursuant to the Incentive Plan. 50% of these share options are immediately exercisable. The remaining 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.
- (10) Immediately exercisable.
- (11) Granted on June 3, 2013 pursuant to the Incentive Plan. 50% of these share options are immediately exercisable. The remaining 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.
- (12) Immediately exercisable.

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.