

Michael Kors Holdings Ltd  
Form 4  
August 05, 2013

**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

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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 \*  
Benedetto M William

(Last) (First) (Middle)

C/O MICHAEL KORS LTD, UNIT 1902, 19/F, TOWER 6, THE GATEWAY, HARBOUR CITY

(Street)

TSIM SHA TSI, KOWLOON, K3

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Michael Kors Holdings Ltd [KORS]

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

08/01/2013

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)

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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Ordinary shares, no par value					3,000	D	

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)**

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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. 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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted share units	\$ 0	08/01/2013		A	2,185	08/01/2014 <sup>(1)</sup> <sup>(2)</sup>	Ordinary shares, no par value	2,185 <sup>(3)</sup>
Restricted share units	\$ 0					<sup>(4)</sup> <sup>(2)</sup>	Ordinary shares, no par value	8,400 <sup>(3)</sup>
Restricted share units	\$ 0					<sup>(5)</sup> <sup>(2)</sup>	Ordinary shares, no par value	3,501 <sup>(3)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benedetto M William C/O MICHAEL KORS LTD, UNIT 1902, 19/F TOWER 6, THE GATEWAY, HARBOUR CITY TSIM SHA TSI, KOWLOON, K3	X			

## Signatures

/s/ Krista A. McDonough, as Attorney-in-Fact for M. William Benedetto  
 \*\*Signature of Reporting Person  
 Date: 08/05/2013

## 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) Granted on August 1, 2013 pursuant to the Michael Kors Holdings Limited Omnibus Incentive Plan (the "Incentive Plan"). Subject to the director's continued service, this award will vest in full on the first anniversary of the date of grant (August 1, 2014). Settlement of this award is deferred until August 1, 2016 (or if earlier, the date of the director's separation from service within the meaning of Section 409A of the Internal Revenue Code).
- (2) The restricted share units do not expire.

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- (3) 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 restricted share unit (as determined by the Compensation Committee of the Company in its sole discretion).
- (4) Granted on December 14, 2011 pursuant to the Incentive Plan. This award vested in full on December 14, 2012. Settlement of this award is deferred until December 14, 2014 (or if earlier, the date of the director's separation from service within the meaning of Section 409A of the Internal Revenue Code).
- (5) Granted on August 8, 2012 pursuant to the Incentive Plan. Subject to the director's continued service, this award will vest in full on August 8, 2013. Settlement of this award is deferred until August 8, 2015 (or if earlier, the date of the director's separation from service within the meaning of Section 409A of the Internal Revenue Code).

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.