

Meyran Pascale
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 *
Meyran Pascale

(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)
06/15/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP, Chief HR Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
			Code	V	Amount (A) or (D) Price		
Ordinary shares, no par value	06/15/2018		M		1,486 (1) \$ 0	D	
Ordinary shares, no par value	06/15/2018		F		568 (2) \$ 67.52	D	
Ordinary shares, no par value	06/15/2018		M		1,003 (1) \$ 0	D	
Ordinary shares, no par value	06/15/2018		F		384 (2) \$ 67.52	D	

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par value							
Ordinary shares, no par value	06/15/2018	M	<u>4,326</u> ⁽¹⁾	A	\$ 0	14,131	D
Ordinary shares, no par value	06/15/2018	F	<u>1,654</u> ⁽²⁾	D	\$ 67.52	12,477	D
Ordinary shares, no par value	06/15/2018	A	<u>3,032</u> ⁽³⁾	A	\$ 0	15,509	D
Ordinary shares, no par value	06/15/2018	F	<u>1,159</u> ⁽²⁾	D	\$ 67.52	14,350	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted share units	\$ 0	06/15/2018		M		<u>(4)</u> <u>(5)</u>	Ordinary shares, no par value 1,486 ⁽⁶⁾
Restricted share units	\$ 0	06/15/2018		M		<u>(7)</u> <u>(5)</u>	Ordinary shares, no par value 1,003 ⁽⁶⁾
Restricted share units	\$ 0	06/15/2018		M		<u>(8)</u> <u>(5)</u>	Ordinary shares, no par value 4,326 ⁽⁶⁾
Employee share	\$ 67.52	06/15/2018		A	8,167	<u>(9)</u> 06/15/2025	Ordinary shares, 8,167

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- (2) Represents shares withheld by the Company to cover tax withholding obligations upon vesting.
- (3) 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.
- (7) 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 grantee is retirement eligible.
- (8) 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 grantee is retirement eligible.
- (9) 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 grantee is retirement eligible.
- (10) Granted on October 1, 2014 pursuant to the Incentive Plan. 25% of these securities vest annually on each of October 1, 2015, 2016, 2017 and 2018, 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.

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