

Edwards Thomas Jr.
Form 4
May 02, 2019

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 *
Edwards Thomas Jr.

2. Issuer Name and Ticker or Trading Symbol
Capri Holdings Ltd [CPRI]

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)
05/01/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, CFO & COO

LONDON, X0 WC2B 6UF

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or (D) Price		
Ordinary shares, no par value	05/01/2019		M		20,425 ⁽¹⁾	A	\$ 0 32,516 D
Ordinary shares, no par value	05/01/2019		F		9,262 ⁽²⁾	D	\$ 43.41 23,254 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)

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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 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	05/01/2019		M	20,425	(3) (4)	Ordinary shares, no par value 20,425 (5)
Restricted share units	\$ 0					(6) (4)	Ordinary shares, no par value 16,291 (5)
Employee share option (right to buy)	\$ 67.52					(6) 06/15/2025	Ordinary shares, no par value 12,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edwards Thomas Jr. 33 KINGSWAY LONDON, X0 WC2B 6UF			EVP, CFO & COO	

Signatures

/s/ Krista A. McDonough, as attorney-in-fact for Thomas J. Edwards, Jr. 05/02/2019

**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 settlement of restricted share units ("RSUs") through the issuance of one ordinary share for each vested RSU.

(2) Represents shares withheld by the Company to cover tax withholding obligations upon vesting.

(3)

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Granted on May 1, 2017 pursuant to the Capri Holdings Limited Amended and Restated Incentive Plan (the "Incentive Plan"). These securities vest 25% each year on May 1, 2018, 2019, 2020 and 2021, respectively, subject to employee's continued employment with the Company through the vesting date unless employee is retirement eligible.

- (4) The RSUs do not expire.
- (5) Settlement of this award will be satisfied through the issuance of one ordinary share for each vested RSU.
- (6) 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.

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.