

Robinson Cathy Marie
Form 4
June 19, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Robinson Cathy Marie

(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 _____ Other (specify
below) below)

SVP, Corp Str & Ch Ops Off

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)
Ordinary shares, no par value	06/15/2018		M	1,274 (1)	A \$ 0 20,113	D	
Ordinary shares, no par value	06/15/2018		F	438 (2)	D \$ 67.52 19,675	D	
Ordinary shares, no par value	06/15/2018		M	1,003 (1)	A \$ 0 20,678	D	
Ordinary shares, no	06/15/2018		F	345 (2)	D \$ 67.52 20,333	D	

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par value

Ordinary shares, no par value	06/15/2018	M	4,326 (1)	A	\$ 0	24,659	D
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Ordinary shares, no par value	06/15/2018	F	1,486 (2)	D	\$ 67.52	23,173	D
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Ordinary shares, no par value	06/15/2018	A	2,599 (3)	A	\$ 0	25,772	D
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Ordinary shares, no par value	06/15/2018	F	893 (2)	D	\$ 67.52	24,879	D
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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	1,274	(4) (5)	Ordinary shares, no par value 1,274 (6)
Restricted share units	\$ 0	06/15/2018		M	1,003	(7) (5)	Ordinary shares, no par value 1,003 (6)
Restricted share units	\$ 0	06/15/2018		M	4,326	(8) (5)	Ordinary shares, no par value 4,326 (6)
Employee share	\$ 67.52	06/15/2018		A	8,167	(9) 06/15/2025	Ordinary shares, 8,167

option (right to buy)								no par value	
Restricted share units	\$ 0	06/15/2018	A	13,329	<u>(9)</u>	<u>(5)</u>		Ordinary shares, no par value	13,329
Restricted share units	\$ 0				<u>(10)</u>	<u>(5)</u>		Ordinary shares, no par value	11,680 <u>(6)</u>
Employee share option (right to buy)	\$ 47.1				<u>(4)</u>	06/15/2022		Ordinary shares, no par value	8,600
Employee share option (right to buy)	\$ 49.88				<u>(7)</u>	06/15/2023		Ordinary shares, no par value	7,250
Employee share option (right to buy)	\$ 34.68				<u>(8)</u>	06/15/2024		Ordinary shares, no par value	25,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robinson Cathy Marie 33 KINGSWAY LONDON, X0 WC2B 6UF			SVP, Corp Str & Ch Ops Off	

Signatures

/s/ Krista A. McDonough, as Attorney-in-Fact for Cathy Marie Robinson 06/19/2018

____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.

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- (3) Represents shares acquired upon vesting of performance-based restricted share units.
- (4) Granted on June 15, 2015 pursuant to 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.
Granted on June 15, 2016 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, 2017, 2018, 2019, and 2020, respectively, subject to grantee's continued employment with the Company through the vesting date unless grantee is retirement eligible.
- (7) 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.
- (8) 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.
- (9) Granted on September 1, 2015 pursuant to the Incentive Plan. These securities vest over three years on each anniversary of the date of the grant, subject to grantee's continued employment with the Company through the vesting date.
- (10)

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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