

Robinson Cathy Marie
Form 4
February 11, 2019

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
Capri Holdings Ltd [CPRI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2019

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, Chf Ops & Trans 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Ordinary shares, no par value	02/08/2019		S		3,648	D \$ 47	27,149 D

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

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information contained in this form are not
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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. Pri Deriv Secur (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted share units	\$ 0							<u>(1)</u>	<u>(2)</u>	Ordinary shares, no par value	1,274 <u>(3)</u>
Restricted share units	\$ 0							<u>(4)</u>	<u>(2)</u>	Ordinary shares, no par value	2,004 <u>(3)</u>
Restricted share units	\$ 0							<u>(5)</u>	<u>(2)</u>	Ordinary shares, no par value	12,975 <u>(3)</u>
Restricted share units	\$ 0							<u>(6)</u>	<u>(2)</u>	Ordinary shares, no par value	13,329 <u>(3)</u>
Employee share option (right to buy)	\$ 47.1							<u>(1)</u>	06/15/2022	Ordinary shares, no par value	8,608
Employee share option (right to buy)	\$ 49.88							<u>(4)</u>	06/15/2023	Ordinary shares, no par value	7,252
Employee share option (right to buy)	\$ 34.68							<u>(5)</u>	06/15/2024	Ordinary shares, no par value	25,818
Employee share option	\$ 67.52							<u>(6)</u>	06/15/2025	Ordinary shares, no par	8,167

(right to
buy)

value

Reporting Owners

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

Signatures

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

02/11/2019

**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).
- Granted on June 15, 2015 pursuant to the Amended and Restated Omnibus Incentive Plan (the "Incentive Plan"). These securities vest
- (1) 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.
 - (2) The RSUs do not expire.
 - (3) Settlement of this award will be satisfied through the issuance of one ordinary share for each vested RSU.
 - (4) 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.
 - (5) 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.
 - (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 unless grantee is retirement eligible.

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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