

Michael Kors Holdings Ltd
Form 4
June 17, 2016

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 *
Parsons Joseph B.

(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)
06/15/2016

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)
EVP, CFO, COO & Treasurer

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)
			Code	V	Amount (A) or (D) Price		
Ordinary shares, no par value	06/15/2016		M		3,822 (1) \$ 0	D	
Ordinary shares, no par value	06/15/2016		F		1,986 (2) \$ 49.88	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 Number of Shares
Restricted share units	\$ 0	06/15/2016		M		3,822		<u>(3)</u>	<u>(4)</u>	Ordinary shares, no par value	3,822
Employee share options (right to buy)	\$ 49.88	06/15/2016		A		17,404		<u>(6)</u>	06/15/2023	Ordinary shares, no par value	17,404
Restricted share units	\$ 0	06/15/2016		A		9,623		<u>(6)</u>	<u>(4)</u>	Ordinary shares, no par value	9,623
Employee share option (right to buy)	\$ 47.1							<u>(3)</u>	06/15/2022	Ordinary shares, no par value	25,800
Employee share option (right to buy)	\$ 94.45							<u>(7)</u>	06/02/2021	Ordinary shares, no par value	21,400
Employee share option (right to buy)	\$ 5							<u>(8)</u>	03/25/2021	Ordinary shares, no par value	456,000
Employee share option (right to buy)	\$ 20							<u>(8)</u>	12/14/2018	Ordinary shares, no par value	67,800
Employee share option	\$ 62.24							<u>(9)</u>	06/03/2020	Ordinary shares, no par	25,200

(right to
buy)

value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parsons Joseph B. 33 KINGSWAY LONDON, X0 WC2B 6UF			EVP, CFO, COO & Treasurer	

Signatures

/s/ Krista A. McDonough, as Attorney-in-Fact for Joseph B. Parsons	06/17/2016
**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 the vesting of RSUs.
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.
- (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, 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.
Granted on June 2, 2014 pursuant to the Incentive Plan. 50% of these share options are immediately exercisable. The remaining unvested
- (7) share options will vest 50% each year on June 2, 2017 and 2018, respectively, subject to grantee's continued employment with the Company through the vesting date.
- (8) Immediately exercisable.
- (9) Granted on June 3, 2013 pursuant to the Incentive Plan. 75% of these share options are immediately exercisable. The remaining unvested share options will vest on June 3, 2017, 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.