

THOMPSON JANE A.

Form 4

August 03, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 THOMPSON JANE A.

2. Issuer Name and Ticker or Trading Symbol
 Michael Kors Holdings Ltd [KORS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

33 KINGSWAY

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/01/2018

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

LONDON, X0 WC2B 6UF

☒ 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)
Ordinary shares, no par value	08/01/2018		M	4,115 A	10,475	D	
Ordinary shares, no par value	08/01/2018		F ⁽²⁾	1,935 D	\$ 65.76 8,540	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	08/01/2018		M	4,115	08/01/2018 (3)	Ordinary shares, no par value 4,115
Restricted share units	\$ 0	08/01/2018		A	2,281	(4) (3)	Ordinary shares, no par value 2,281 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
THOMPSON JANE A. 33 KINGSWAY LONDON, X0 WC2B 6UF	X

Signatures

/s/ Krista A. McDonough, as Attorney-in-Fact for Jane A. Thompson 08/03/2018

__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) Restricted share units ("RSUs") converted into ordinary shares of the Company on a one-for-one basis upon vesting.
- (2) Represents shares withheld by the Company to cover tax withholding obligations upon vesting.
- (3) The RSUs do not expire.

Granted pursuant to the Michael Kors Holdings Limited Amended and Restated Omnibus Incentive Plan. The RSUs vest on the earliest of: (1) the one year anniversary of the date of grant (August 1, 2019), or (2) the Company's annual shareholder meeting that occurs in the calendar year following the date of grant, and will be settled upon vesting unless the reporting person elects to defer settlement to a later date. If the reporting person's service with the Company terminates prior to the first anniversary of the date of grant, the RSUs will vest pro-rata based on the number of days from the date of grant through and including the date of the reporting person's termination of service. The RSUs will also vest in full in the event of the reporting person's death or disability.

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(5) Settlement of this award will be satisfied through the issuance of one ordinary share for each vested RSU.

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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