Michael Kors Holdings Ltd Form 4/A May 07, 2015

FORM 4

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

OMB APPROVAL

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Synings: January 31,

Expires: 2005
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burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

obligations may continue. *See* Instruction 1(b).

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

1(0)

par value

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Benedetto M William | | | ner Name and Tid l nel Kors Holdin | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|---|--|---|--|-------------|---|--|---|--|
| (Last) | (First) (N | Middle) 3. Date | of Earliest Transa | action | | (Cnec | ck all applicable | ;) | |
| 33 KINGSW | VAY | (Month 12/15) | /Day/Year) /2014 | | | X Director 10% Owner Officer (give title Other (specify below) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| LONDON, | (Street) X0 WC2B 6UF | | nendment, Date Conth/Day/Year) /2014 | Original | | | | | |
| (City) | | (Zip) Ta | ble I - Non-Deri | vative Secur | rities Acq | Person uired, Disposed o | f, or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, it any (Month/Day/Year | Transaction(A Code (In) (Instr. 8) | Securities Ada or Dispose (A) or Dispose (A) or | d of (D) | 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) | |
| Ordinary shares, no par value | 12/15/2014 | | M 8, | 400 A | (1) | 11,400 (2) | D | | |
| Ordinary shares, no | 12/15/2014 | | D 4, | 000 D | \$ 76.97 | 7,400 (2) | 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 | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exer | | 7. Title a | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------------|-----------------|------------|--------|-------------|---------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | | onNumber | Expiration D | | Amount | | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | _ | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | | (Instr. 3 | and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | , | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | (IIISti |
| | | | | | 4, and 5) | | | | | | |
| | | | | | 4, and 3) | | | | | | |
| | | | | | | | | A | mount | | |
| | | | | | | D. | E | 01 | r | | |
| | | | | | | Date Exercisable | Expiration Date | Title Numb | umber | | |
| | | | | | | | | | | | |
| | | | | Code V | (A) (D) | | | | hares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Benedetto M William

33 KINGSWAY X

LONDON, X0 WC2B 6UF

Signatures

/s/ Krista A. McDonough, as Attorney-in-Fact for M. William Benedetto

05/07/2015

**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).
- On December 15, 2014, 4,000 restricted share units ("RSUs") were settled for cash, and 4,400 RSUs were settled for an equal number of **(1)** ordinary shares.
- The Form 4, as originally filed, incorrectly reported the amount of ordinary shares beneficially owned following the reported transactions due to a mathematical error. This amendment correctly reports such information.

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.

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