

LAUREN RALPH
Form 4
March 15, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
LAUREN RALPH

(Last) (First) (Middle)

RALPH LAUREN CORPORATION, 650 MADISON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RALPH LAUREN CORP [RL]

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2019

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)
Exec. Chair, Chief Creative

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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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)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|---|---|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|----------------------|--|----------------------|-----------------|--|------------------|------------------|------------------|-----------------|----------------------|----------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Class B Common Stock | (1) | 03/13/2019 | G(2) | V | | 750,000 | (1) | (1) | Class A Common Stock | 750,000 |
| Class B Common Stock | (1) | 03/13/2019 | G(2) | V | 750,000 | | (1) | (1) | Class A Common Stock | 750,000 |
| Class B Common Stock | (1) | | | | | | (1) | (1) | Class A Common Stock | 4,280,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LAUREN RALPH RALPH LAUREN CORPORATION 650 MADISON AVENUE NEW YORK, NY 10022 | X | X | Exec. Chair, Chief Creative | |
| Lauren Ricky RALPH LAUREN CORPORATION 650 MADISON AVENUE NEW YORK, NY 10022 | | X | | |

Signatures

/s/ Craig L. Smith, Attorney-in-Fact for Ralph Lauren
 (Signature) 03/15/2019
 (Date)

/s/ Craig L. Smith, Attorney-in-Fact for Ricky Lauren
 (Signature) 03/15/2019
 (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) The holder of the securities has the right, at the holder's option, at any time and from time to time, to convert shares of Class B Common Stock into Class A Common Stock on a one-for-one basis.
- (2) Reflects a gift of shares of Class B Common Stock from a revocable trust of which Mr. Lauren's spouse, Ricky Lauren, is sole trustee and beneficiary to a revocable trust of which Mr. Lauren is sole trustee and beneficiary.
- (3) These securities are held by a revocable trust of which Mrs. Lauren is the sole trustee and beneficiary.

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- (4) These securities are held by a revocable trust of which Mr. Lauren is the sole trustee and beneficiary.
- (5) These securities are held by trusts of which Mrs. Lauren is a trustee established for the benefit of Mr. Lauren's issue.

Remarks:

Following the transfer described herein, Mrs. Lauren is no longer a beneficial owner of more than 10 percent of the Class A C

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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