

McDonough Krista A
 Form 4
 June 19, 2018

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

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 *
 McDonough Krista A

(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)
 06/15/2018

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)
 SVP, General Counsel

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)
				(A) or (D)	Price		
Ordinary shares, no par value	06/15/2018		M	663 ⁽¹⁾	A \$ 0	3,727	D
Ordinary shares, no par value	06/15/2018		F	226 ⁽²⁾	D \$ 67.52	3,501	D
Ordinary shares, no par value	06/15/2018		M	627 ⁽¹⁾	A \$ 0	4,128	D
Ordinary shares, no par value	06/15/2018		F	216 ⁽²⁾	D \$ 67.52	3,912	D

Edgar Filing: McDonough Krista A - Form 4

par value

Ordinary shares, no par value	06/15/2018	M	<u>1,154</u> ⁽¹⁾	A	\$ 0	5,066	D
-------------------------------	------------	---	-----------------------------	---	------	-------	---

Ordinary shares, no par value	06/15/2018	F	297 <u>(2)</u>	D	\$ 67.52	4,669	D
-------------------------------	------------	---	----------------	---	----------	-------	---

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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	06/15/2018		M	663	<u>(3)</u> <u>(4)</u>	Ordinary shares, no par value 663 (5)
Restricted share units	\$ 0	06/15/2018		M	627	<u>(6)</u> <u>(4)</u>	Ordinary shares, no par value 627 (5)
Restricted share units	\$ 0	06/15/2018		M	1,154	<u>(7)</u> <u>(4)</u>	Ordinary shares, no par value 1,154 (5)
Restricted share units	\$ 0	06/15/2018		A	10,960	<u>(8)</u> <u>(4)</u>	Ordinary shares, no par value 10,960 (5)
Employee share option (right to buy)	\$ 67.52	06/15/2018		A	4,900	<u>(8)</u> 06/15/2025	Ordinary shares, no par value 4,900

Restricted share units	\$ 0	(9)	(4)	Ordinary shares, no par value	4,46 (5)
Employee share option (right to buy)	\$ 34.68	(7)	06/15/2024	Ordinary shares, no par value	6,88
Employee share option (right to buy)	\$ 62.24	(10)	06/03/2020	Ordinary shares, no par value	2,50
Employee share option (right to buy)	\$ 94.45	(10)	06/02/2021	Ordinary shares, no par value	1,06

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDonough Krista A 33 KINGSWAY LONDON, X0 WC2B 6UF			SVP, General Counsel	

Signatures

/s/ Krista A.
McDonough

06/19/2018

**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) 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 vesting.
- (3) Granted on June 15, 2015 pursuant to the Incentive Plan. 75% of these securities are immediately exercisable. The remaining unvested securities will vest on June 15, 2019, 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 Michael Kors Holdings Limited Amended and Restated Incentive Plan (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 the grantee is retirement eligible.

Edgar Filing: McDonough Krista A - Form 4

- (7) 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 the grantee is retirement eligible.
- (8) 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 the grantee is retirement eligible.
- (9) Granted on November 1, 2016 pursuant to the Incentive Plan. These securities vest 25% each year on November 1, 2017, 2018, 2019, and 2020, respectively, subject to grantee's continued employment with the Company through the vesting date unless the grantee is retirement eligible.
- (10) Immediately exercisable.

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.