

Michael Kors Holdings Ltd  
 Form 4  
 June 04, 2014

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

OMB APPROVAL

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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)

C/O MICHAEL KORS LTD, UNIT 1902, 19/F, TOWER 6, THE GATEWAY, HARBOUR CITY

(Street)

TSIM SHA TSI, KOWLOON, K3

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Michael Kors Holdings Ltd [KORS]

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

06/02/2014

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 (D) Price			
Ordinary shares, no par value	06/02/2014		A	6,670 (1)	A \$ 0	46,091	D	
Ordinary shares, no par value	06/03/2014		F	1,022 (2)	D \$ 94.05	45,069	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)

number.

**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 Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Employee share option (right to buy)	\$ 94.45	06/02/2014		A	21,436		<u>(1)</u>	06/02/2021	Ordinary shares, no par value
Performance-based restricted share units	\$ 0	06/02/2014		A	5,717		<u>(3)</u>	<u>(3)</u>	Ordinary shares, no par value
Employee share option (right to buy)	\$ 5						<u>(5)</u>	03/25/2021	Ordinary shares, no par value
Employee share option (right to buy)	\$ 20						<u>(6)</u>	12/14/2018	Ordinary shares, no par value
Employee share option (right to buy)	\$ 62.24						<u>(7)</u>	06/03/2020	Ordinary shares, no par value
Performance-based restricted share units	\$ 0						<u>(8)(3)</u>	<u>(3)</u>	Ordinary shares, no par value

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parsons Joseph B. C/O MICHAEL KORS LTD, UNIT 1902, 19/F TOWER 6, THE GATEWAY, HARBOUR CITY			EVP, CFO, COO & Treasurer	

TSIM SHA TSI, KOWLOON, K3

## Signatures

/s/ Krista A. McDonough, as Attorney-in-Fact for Joseph B. Parsons

06/04/2014

\_\_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) Granted on June 2, 2014 pursuant to the Michael Kors Holdings Limited Omnibus Incentive Plan (the "Incentive Plan"). 25% of these securities vest annually on each of June 2, 2015, 2016, 2017 and 2018, respectively, subject to grantee's continued employment with the Company through the vesting date.

(2) Represents shares withheld by the Company to cover tax withholding obligations upon the vesting of restricted shares.

(3) Each performance-based restricted share unit ("PRSU") represents a contingent right to receive one ordinary share of the Company. The PRSUs will cliff vest after three years only upon achievement of a pre-established cumulative net earnings goal for the applicable three-year period, subject to the grantee's continued employment with the Company through the end of such performance period.

(4) The number of ordinary shares earned with respect to such PRSUs will range from 0-150% of the shares originally subject to the award, depending on actual achievement.

(5) Granted on March 25, 2011 pursuant to the Amended and Restated Michael Kors (USA), Inc. Stock Option Plan. These share options vest in full 10-years from the date of grant if the Company's shareholder net equity has increased by at least 20% per annum during such 10-year period. These share options may also vest on an accelerated basis if the pre-established annual performance goal (tied to annual divisional pre-tax profit) for the year has been met, in each case, subject to the grantee's continued employment with the Company through the vesting date. 304,000 share options are immediately exercisable. If the annual performance goal is attained for Fiscal 2015, then the remaining 152,000 unvested share options will vest on or about the date the audit of the financial statements of the Company for the fiscal year ended March 28, 2015 is completed.

(6) Granted on December 14, 2011 pursuant to the Incentive Plan. One-half of these share options are immediately exercisable. Of the remaining unvested share options one-half will vest annually on each of December 14, 2014 and 2015, respectively, subject to grantee's continued employment with the Company through the vesting date.

(7) Granted on June 3, 2013 pursuant to the Incentive Plan. 25% of these share options are immediately exercisable. The remaining unvested share options will vest 25% each year on June 3, 2015, 2016 and 2017, respectively, subject to grantee's continued employment with the Company through the vesting date.

(8) Granted on June 3, 2013 pursuant to the Incentive Plan.

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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