

THOMPSON JANE A.  
Form 4  
August 07, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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.

(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)  
08/03/2017

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)

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	(A) or (D)	Price			
Ordinary shares, no par value	08/03/2017		M		3,020	A	£	7,629	D	
Ordinary shares, no par value	08/03/2017		F		1,269 (2)	D	\$	36.45	6,360	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	08/03/2017		M		08/03/2017 (3)	Ordinary shares, no par value	3,020
Restricted share units	\$ 0	08/03/2017		A	4,115	(4) (3)	Ordinary shares, no par value	4,115 (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 08/07/2017

\_\_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, 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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