

Kors Michael David
Form 4
October 11, 2018

FORM 4

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

OMB APPROVAL

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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 *
Kors Michael David

2. Issuer Name and Ticker or Trading Symbol

Michael Kors Holdings Ltd [KORS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

10/09/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

Hon Chair & Chief Creative Off

33 KINGSWAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LONDON, X0 WC2B 6UF

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Ordinary shares, no par value | 10/09/2018 | | M | | 53,597 | A | \$ 20 |
| Ordinary shares, no par value | 10/09/2018 | | S ⁽²⁾ | | 124,162 | D | \$ 67.558 ⁽³⁾ |
| Ordinary shares, no par value | 10/09/2018 | | S ⁽²⁾ | | 42,838 | D | \$ 68.2783 ⁽⁴⁾ |
| Ordinary shares, no par value | 10/09/2018 | | M | | 12,920 | A | \$ 20 |
| | | | | | | I | Held by spouse |

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par value

| | | | | | | | | |
|-------------------------------|------------|------------------|-------|---|--------------------|--------|---|----------------|
| Ordinary shares, no par value | 10/09/2018 | S ⁽⁵⁾ | 9,720 | D | \$ 67,537.3 (6) | 32,535 | I | Held by spouse |
|-------------------------------|------------|------------------|-------|---|--------------------|--------|---|----------------|

| | | | | | | | | |
|-------------------------------|------------|------------------|-------|---|------------------|--------|---|----------------|
| Ordinary shares, no par value | 10/09/2018 | S ⁽⁵⁾ | 3,200 | D | \$ 68,288 (7) | 29,335 | I | Held by spouse |
|-------------------------------|------------|------------------|-------|---|------------------|--------|---|----------------|

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 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 |
| Employee share option (right to buy) | \$ 20 | 10/09/2018 | | M | 53,597 | (8) 12/14/2018 | Ordinary shares, no par value 53,597 |
| Employee share option (right to buy) | \$ 20 | 10/09/2018 | | M | 12,920 | (8) 12/14/2018 | Ordinary share, no par value 12,920 |
| Restricted share units | \$ 0 | | | | | (9) (10) | Ordinary shares, no par value 15,923 (11) |
| Restricted share units | \$ 0 | | | | | (12) (10) | Ordinary shares, no par value 4,009 (11) |
| Restricted share units | \$ 0 | | | | | (13) (10) | Ordinary shares, 10,813 (11) |

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| | | | | | |
|--------------------------------------|-----------|------|------------|-----------------------------------------------|----------------|
| Restricted share units | \$ 0 | (12) | (10) | no par value Ordinary shares, no par value | 5,012 (11) |
| Restricted share units | \$ 0 | (9) | (10) | Ordinary shares, no par value | 3,184 (11) |
| Employee share option (right to buy) | \$ 67.52 | (14) | 06/15/2025 | Ordinary shares, no par value | 61,249 |
| Restricted share units | \$ 0 | (14) | (10) | Ordinary shares, no par value | 44,431 (11) |
| Restricted share units | \$ 0 | (14) | (10) | Ordinary shares, no par value | 7,405 (11) |
| Employee share option (right to buy) | \$ 2.6316 | (8) | 10/25/2020 | Ordinary shares, no par value | 165,765 |
| Employee share option (right to buy) | \$ 49.88 | (12) | 06/15/2023 | Ordinary shares, no par value | 14,503 |
| Employee share option (right to buy) | \$ 47.1 | (9) | 06/15/2022 | Ordinary shares, no par value | 107,604 |
| Employee share option (right to buy) | \$ 94.45 | (8) | 06/02/2021 | Ordinary shares, no par value | 89,316 |
| Employee share option | \$ 94.45 | (8) | 06/02/2021 | Ordinary shares, no par | 5,104 |

| | | | | | |
|--------------------------------------|----------|-----|------------|-------------------------------|--------|
| (right to buy) | | | | value | |
| Employee share option (right to buy) | \$ 62.24 | (8) | 06/03/2020 | Ordinary shares, no par value | 84,219 |
| Employee share option (right to buy) | \$ 62.24 | (8) | 06/03/2020 | Ordinary shares, no par value | 12,031 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kors Michael David 33 KINGSWAY LONDON, X0 WC2B 6UF | X | | Hon Chair & Chief Creative Off | |

Signatures

/s/ Krista A. McDonough, as Attorney-in-Fact for Michael Kors 10/11/2018

__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) This amount excludes 95,000 ordinary shares, no par value, held by the Kors LePere Foundation. The reporting person may be deemed to have beneficial ownership of the shares held by the Kors LePere Foundation but does not have a pecuniary interest in such shares.
- (2) These shares were sold pursuant to a Rule 10b5-1 trading plan. The 10b5-1 trading plan was put in place by the reporting person for estate planning purposes and may result in additional future share sales. The reporting person expects to retain a significant ownership interest in Michael Kors Holdings Limited (the "Company").
- (3) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$67.05 to \$68.04. Upon request of the staff of the SEC, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (4) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$68.05 to \$68.615. Upon request of the staff of the SEC, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (5) These shares were sold pursuant to a Rule 10b5-1 trading plan.
- (6) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$67.09 to \$68.07. Upon request of the staff of the SEC, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (7) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$68.09 to \$68.57. Upon request of the staff of the SEC, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

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(8) Immediately exercisable.

(9) Granted on June 15, 2015 pursuant to the Michael Kors Holdings Limited Amended and Restated Omnibus Incentive Plan (the "Incentive Plan"). These securities vest 25% each year on June 15, 2016, 2017, 2018, and 2019, respectively, subject to grantee's continued employment with the Company through the vesting date.

(10) The RSUs do not expire.

(11) Settlement of this award will be satisfied through the issuance of one ordinary share for each vested RSU.

(12) Granted on June 15, 2016 pursuant to 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.

(13) 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.

(14) 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.

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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