

IDOL JOHN D
Form 4
June 06, 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 *
IDOL JOHN D

(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)
06/04/2018

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)
Chairman & CEO

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 | 06/04/2018 | | F | 3,403 (1) | \$ 60.56 | D | |
| Ordinary shares, no par value | | | | | 1,300,000 | I | Held by John D. Idol 2017 GRAT |
| Ordinary shares, no par value | | | | | 150,000 | I | Held by John D. Idol 2013 GRAT #1 |

Ordinary shares, no par value

150,000 I

Held by John D. Idol 2013 GRAT #2

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) | 8. P Der Sec (Ins | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee share option (right to buy) | \$ 2.6316 | | | | | <u>(3)</u> 02/18/2020 | | Ordinary shares, no par value | 278,523 |
| Employee share option (right to buy) | \$ 5 | | | | | <u>(3)</u> 03/25/2021 | | Ordinary shares, no par value | 456,000 |
| Employee share option (right to buy) | \$ 62.24 | | | | | <u>(3)</u> 06/03/2020 | | Ordinary shares, no par value | 84,219 |
| Employee share option (right to buy) | \$ 49.88 | | | | | <u>(4)</u> 06/15/2023 | | Ordinary shares, no par value | 14,503 |
| Restricted share units | \$ 0 | | | | | <u>(4)</u> <u>(5)</u> | | Ordinary shares, | 6,014 <u>(6)</u> |

| | | | | | | |
|--------------------------------------|----------|-----|------------|-------------------------------|--------------|---------------|
| | | | | | no par value | |
| Employee share option (right to buy) | \$ 47.1 | (7) | 06/15/2022 | Ordinary shares, no par value | | 107,604 |
| Restricted share units | \$ 0 | (7) | (5) | Ordinary shares, no par value | | 31,846 (6) |
| Employee share option (right to buy) | \$ 94.45 | (3) | 06/02/2021 | Ordinary shares, no par value | | 89,316 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| IDOL JOHN D 33 KINGSWAY LONDON, X0 WC2B 6UF | X | | Chairman & CEO | |

Signatures

/s/ Krista A. McDonough, as Attorney-in-Fact for John D. Idol 06/06/2018

**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 shares withheld by the Company to cover tax withholding obligations upon vesting.
- (2) This amount excludes 95,000 ordinary shares, no par value, held by the Idol Family Foundation. The reporting person may be deemed to have beneficial ownership of the shares held by the Idol Family Foundation but does not have a pecuniary interest in such shares.
- (3) Immediately exercisable.
- (4) Granted on June 15, 2016 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, 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.
- (5) The RSUs do not expire.
- (6) Settlement of this award will be satisfied through the issuance of one ordinary share for each vested RSU.
- (7) Granted on June 15, 2015 pursuant to 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.

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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