

Michael Kors Holdings Ltd  
Form 4  
December 17, 2014

**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 \*  
Benedetto M William

(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)  
12/15/2014

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)

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 Price (D)				
Ordinary shares, no par value	12/15/2014		M		8,400	A	11	9,400	D
Ordinary shares, no par value	12/15/2014		D		4,000	D	\$ 76.97	5,400	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)

Edgar Filing: Michael Kors Holdings Ltd - Form 4

**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. Amount or Number of Shares
Restricted share units	\$ 0	12/15/2014		M	8,400	12/14/2012 <sup>(3)</sup>	Ordinary shares, no par value	8,400 <sup>(5)</sup>
Restricted share units	\$ 0					07/31/2015 <sup>(2)</sup>	Ordinary shares, no par value	1,841 <sup>(5)</sup>
Restricted share units	\$ 0					08/01/2014 <sup>(4)</sup>	Ordinary shares, no par value	2,185 <sup>(5)</sup>
Restricted share units	\$ 0					08/08/2013 <sup>(4)</sup>	Ordinary shares, no par value	3,501 <sup>(5)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benedetto M William 33 KINGSWAY LONDON, X0 WC2B 6UF		X		

## Signatures

/s/ Krista A. McDonough, as Attorney-in-Fact for M. William Benedetto

12/17/2014

\*\*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) Each restricted share unit ("RSU") was the economic equivalent of one ordinary share. On December 15, 2014, 4,000 of the RSUs were settled for cash, and the remaining 4,400 were settled for an equal number of ordinary shares.  
  
Granted pursuant to the Michael Kors Holdings Limited Omnibus Incentive Plan (the "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.
  - (2) The RSUs do not expire.
  - (3) Settlement of this award was deferred in accordance with the terms of the Incentive Plan and the applicable award agreement.
  - (4) Settlement of this award may be satisfied through the issuance of one ordinary share or cash equal to the fair market value of one ordinary share for each vested RSU (as determined by the Compensation Committee of the Company in its sole discretion).
  - (5)

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.