

MICHAEL KORS HOLDINGS LTD

FORM 8-K

(Current report filing)

Filed 01/30/15 for the Period Ending 01/27/15

Telephone	44 79 6437 8613
CIK	0001530721
Symbol	KORS
SIC Code	3100 - Leather & Leather Products
Industry	Apparel/Accessories
Sector	Consumer Cyclical
Fiscal Year	03/28

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): January 27, 2015

MICHAEL KORS HOLDINGS LIMITED

(Exact name of Registrant as Specified in its Charter)

001-35368
(Commission File Number)

British Virgin Islands
(State or other jurisdiction of incorporation)

N/A
(I.R.S. Employer Identification No.)

33 Kingsway
London, United Kingdom
WC2B 6UF
(Address of Principal Executive Offices)

44 79 6437 8613
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;
APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

On January 27, 2015, the Board of Directors of Michael Kors Holdings Limited (the “Company”), upon the recommendation of the Company’s Governance and Nominating Committee, appointed Jane Thompson, 43, to its Board of Directors as a Class II director with a term to expire at the Company’s annual meeting of shareholders in 2016 and until the election and qualification of her successor in office. She will also serve as a member of the Governance and Nominating Committee of the Company. The Board has determined that Ms. Thompson is “independent” as such term is defined under the New York Stock Exchange listing standards and the Company’s Corporate Governance Guidelines on director independence. The appointment of Ms. Thompson brings the Company’s Board membership to eight.

Pursuant to the Company’s current director compensation program, in connection with Ms. Thompson’s appointment, she will receive a retainer of \$11,667, which represents a pro rata portion of the Company’s annual retainer of \$70,000, based on the number of months left in the Company’s fiscal year. She will also receive a grant of restricted share units under the Company’s Omnibus Incentive Plan with a fair value at the time of grant equal to \$75,000, which represents the pro rata portion of the \$150,000 annual equity grant provided to all non-employee directors at the 2014 annual meeting of shareholders, based on the number of months remaining until the Company’s next annual shareholder’s meeting. Ms. Thompson is also entitled to a fee of \$1,500 for each meeting of the Board of Directors that she attends.

There is no arrangement or understanding between Ms. Thompson and any other persons pursuant to which she was selected to serve as a director and she is not a party to any transaction with the Company that might require disclosure under Item 404(a) of Regulation S-K.

Further details are contained in a Press Release issued by the Company on January 27, 2015, which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit
No.

99.1 [Press release issued by Michael Kors Holdings Limited, dated January 27, 2015.](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MICHAEL KORS HOLDINGS LIMITED

Date: January 30, 2015

By: /s/ Joseph B. Parsons

Name: Joseph B. Parsons

Title: Executive Vice President, Chief Financial
Officer,
Chief Operating Officer & Treasurer

MICHAEL KORS

**JANE THOMPSON JOINS MICHAEL KORS
BOARD OF DIRECTORS**

London —January 27, 2015— Michael Kors Holdings Limited (NYSE: KORS) (the “Company”), a global luxury lifestyle brand, today announced that Jane Thompson has been appointed to the Company’s Board of Directors effective immediately. The appointment of Ms. Thompson brings the Company’s Board membership to eight, and the Company now has six independent directors within the meaning of the NYSE listing standards and the Company’s Corporate Governance Guidelines on director independence.

Ms. Thompson has over 10 years’ experience in e-commerce, digital marketing and technology. From 2003-2007, Ms. Thompson held various senior roles at Match.com LLC, including as Senior Vice President and General Manager, North America. From 2007-2009, Ms. Thompson was Managing Director, International at IAC/InterActiveCorp (NASDAQ: IACI), a leading interactive media and Internet company. Ms. Thompson is currently Co-Founder and Director of The Fusion Labs, a U.K.-based digital marketing and e-commerce company, which operates a network of niche e-commerce sites. She also serves as Chairman of Mysinglefriend.com and as a director of Listcorp.com. Ms. Thompson previously worked as a management consultant at Bain & Company in London and holds an MBA from the Wharton School of the University of Pennsylvania.

“Jane adds a wealth of valuable experience to our Board, particularly in the areas of e-commerce, social media and digital marketing,” said John D. Idol, the Company’s Chairman and Chief Executive Officer. “We are delighted that Jane is joining our Board and we look forward to her insights and contributions as we continue to grow our brand globally.”

About Michael Kors Holdings

Michael Kors is a world-renowned, award-winning designer of luxury accessories and ready to wear. His namesake company, established in 1981, currently produces a range of products through his Michael Kors, KORS Michael Kors and MICHAEL Michael Kors labels, including accessories, footwear, watches, jewelry, men’s and women’s ready to wear, and a full line of fragrance products. Michael Kors stores are operated, either directly or through licensing partners, in some of the most prestigious cities in the world, including New York, Beverly Hills, Chicago, London, Milan, Paris, Munich, Istanbul, Dubai, Seoul, Tokyo and Hong Kong.

Forward Looking Statements

This press release contains forward-looking statements. You should not place undue reliance on such statements because they are subject to numerous uncertainties and factors relating to the Company’s operations and business environment, all of which are difficult to predict and many of which are beyond the Company’s control. Forward-looking statements include information concerning the Company’s possible or assumed future results of operations, including descriptions of its business strategy. These statements often include words such as “may,” “will,” “should,” “believe,” “expect,” “seek,” “anticipate,” “intend,” “plan,” “estimate” or similar expressions. The forward-looking statements contained in this press release are based on assumptions that the Company has made in light of management’s experience in the industry as well as its perceptions of historical trends,

current conditions, expected future developments and other factors that it believes are appropriate under the circumstances. You should understand that these statements are not guarantees of performance or results. They involve known and unknown risks, uncertainties and assumptions. Although the Company believes that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect its actual financial results or results of operations and could cause actual results to differ materially from those in these forward-looking statements. These factors are more fully discussed in the "Risk Factors" section and elsewhere in the Company's Annual Report on Form 10-K for the fiscal year ended March 29, 2014 (File No. 001-35368), filed on May 28, 2014 with the U.S. Securities and Exchange Commission.

CONTACTS :

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