

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>Green Equity Investors VI, L.P.</b>			2. Issuer Name and Ticker or Trading Symbol <b>SIGNET JEWELERS LTD [ SIG ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) <b>1111 SANTA MONICA BOULEVARD, SUITE 2000</b>			3. Date of Earliest Transaction (MM/DD/YYYY) <b>9/25/2020</b>					
(Street) <b>LOS ANGELES, CA 90025</b>			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares, par value \$0.18	9/25/2020		A		729 (1)	A	\$0.00	29556 (2)	I	See footnote. (2)

**Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preference Shares (3)	\$81.7682 (4)							(5)	(6)	Common Shares	4798519		4798519 (7)(8)(9)(10)	D	
Series A Convertible Preference Shares (3)	\$81.7682 (4)							(5)	(6)	Common Shares	2859916		2859916 (8)(9)(11)(12)	D	
Series A Convertible Preference Shares (3)	\$81.7682 (4)							(5)	(6)	Common Shares	5820		5820 (8)(9)(13)(14)	D	
Series A Convertible Preference Shares (3)	\$81.7682 (4)							(5)	(6)	Common Shares	74852		74852 (8)(9)(15)(16)	D	

#### Explanation of Responses:

- Represents shares of Common Stock of the Issuer ("Common Shares") granted to Mr. Jonathan A. Seiffer in lieu of his quarterly board retainer fees that were temporarily reduced in response to the ongoing financial impact of the COVID-19 pandemic. Such Common Shares were issued in accordance with the Signet Jewelers Limited 2018 Omnibus Incentive Plan and were fully vested on the date of issuance. The Common Shares are held for the benefit of Leonard, Green & Partners, L.P. ("LGP").
- Of the 29,556 Common Shares reported, 15,193 are owned by Mr. Seiffer and held for the benefit of LGP (and includes 5,952 restricted stock units which are subject to certain vesting and forfeiture provisions), and 14,363 are owned by Mr. Jonathan D. Sokoloff, a partner of LGP, and held for the benefit of LGP.
- Series A Convertible Preference Shares, par value \$0.01 per share ("Series A Preference Shares").
- The Series A Preference Shares have a stated value of \$1,012.50 per share and are convertible into Common Shares of the issuer at a current conversion price of \$81.7682 per share at a conversion ratio of 12.2297 Common Shares per Series A Preference Share. The conversion ratio is subject to certain anti-dilution and other adjustments and is subject to change. Since the acquisition of the Series A Preference Shares, the conversion rate has been adjusted as a result of these anti-dilution adjustments.

- (5) Immediately.
- (6) The Series A Preference Shares do not have an expiration date.
- (7) Represents Series A Preference Shares, as converted, owned by Green Equity Investors VI, L.P. ("GEI VI"). GEI VI is the direct owner of 387,522 Series A Preference Shares which are convertible into 4,798,519 Common Shares.
- (8) GEI Capital VI, LLC ("Capital") is the general partner of GEI VI and Green Equity Investors Side VI, L.P. ("GEI Side VI"). Green VI Holdings, LLC ("Holdings") is a limited partner of GEI VI. LGP is the management company of GEI VI and GEI Side VI, and an affiliate of Capital and Holdings. Peridot Coinvest Manager LLC ("Peridot") is the management company of LGP Associates VI-A LLC ("Associates VI-A") and LGP Associates VI-B LLC ("Associates VI-B"), and an affiliate of Capital and Holdings. LGP Management, Inc. ("LGPM") is the general partner of LGP.
- (9) Each of GEI VI, GEI Side VI, Associates VI-A, Associates VI-B, Peridot, LGP, LGPM, Capital, and Holdings, directly (whether through ownership or position), or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of some or all of the Series A Preference Shares and underlying Common Shares held by GEI VI, GEI Side VI, Associates VI-A, or Associates VI-B (collectively, the "Equity Interests") and, therefore, a "ten percent holder" hereunder.
- (10) Each of GEI Side VI, Associates VI-A, Associates VI-B, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Equity Interests reported on this row, except to the extent of its pecuniary interest therein, and, with respect to GEI VI, except to the extent of its direct ownership reported herein, and this report shall not otherwise be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
- (11) Represents Series A Preference Shares, as converted, owned by GEI Side VI. GEI Side VI is the direct owner of 230,963 Series A Preference Shares which are convertible into 2,859,916 Common Shares.
- (12) Each of GEI VI, Associates VI-A, Associates VI-B, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Equity Interests reported on this row, except to the extent of its pecuniary interest therein, and, with respect to GEI Side VI, except to the extent of its direct ownership reported herein, and this report shall not otherwise be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
- (13) Represents Series A Preference Shares, as converted, owned by Associates VI-A. Associates VI-A is the direct owner of 470 Series A Preference Shares which are convertible into 5,820 Common Shares.
- (14) Each of GEI VI, GEI Side VI, Associates VI-B, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Equity Interests reported on this row, except to the extent of its pecuniary interest therein, and, with respect to Associates VI-A, except to the extent of its direct ownership reported herein, and this report shall not otherwise be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
- (15) Represents Series A Preference Shares, as converted, owned by Associates VI-B. Associates VI-B is the direct owner of 6,045 Series A Preference Shares which are convertible into 74,852 Common Shares.
- (16) Each of GEI VI, GEI Side VI, Associates VI-A, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Equity Interests reported on this row, except to the extent of its pecuniary interest therein, and, with respect to Associates VI-B, except to the extent of its direct ownership reported herein, and this report shall not otherwise be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.

**Remarks:**

Mr. Jonathan A. Seiffer is a member of the board of directors of the Issuer, and a partner of LGP, which is an affiliate of LGPM, Peridot, Capital, Holdings, GEI VI, GEI Side VI, Associates VI-A, and Associates VI-B (the "LGP Entities"). Accordingly, Mr. Seiffer may be determined to represent the interests of the LGP Entities on the board of directors of the Issuer, and accordingly, the LGP Entities may be deemed to be directors for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Green Equity Investors VI, L.P.</b> 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
<b>GEI Capital VI, LLC</b> 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
<b>Green Equity Investors Side VI, L.P.</b> 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
<b>Green VI Holdings, LLC</b> 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
<b>Leonard Green &amp; Partners, L.P.</b> 11111 SANTA MONICA BLVD STE 2000 LOS ANGELES, CA 90025	X	X		

LGP Associates VI-A LLC 11111 SANTA MONICA BLVD. SUITE 2000 LOS ANGELES, CA 90025	X	X		
LGP Associates VI-B LLC 11111 SANTA MONICA BLVD. SUITE 2000 LOS ANGELES, CA 90025	X	X		
LGP MANAGEMENT INC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
PERIDOT COINVEST MANAGER LLC 11111 SANTA MONICA BOULEVARD LOS ANGELES,, CA 90025	X	X		

**Signatures**

/s/ Andrew C. Goldberg, attorney-in-fact

9/29/2020

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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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