

# 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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Edwards Thomas Jr.</b>			<b>Capri Holdings Ltd [ CPRI ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP, CFO &amp; COO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>33 KINGSWAY</b>			<b>5/1/2019</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<b>LONDON, X0 WC2B 6UF</b>								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary shares, no par value	5/1/2019		M		20425 (1)	A	\$0	32516	D	
Ordinary shares, no par value	5/1/2019		F		9262 (2)	D	\$43.41	23254	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate 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				
Restricted share units	\$0	5/1/2019		M		20425		(3)	(4)	Ordinary shares, no par value	20425 (5)	\$0	40849	D	
Restricted share units	\$0							(6)	(4)	Ordinary shares, no par value	16291 (5)		16291	D	
Employee share option (right to buy)	\$67.52							(6)	6/15/2025	Ordinary shares, no par value	12250		12250	D	

**Explanation of Responses:**

- Represents settlement of restricted share units ("RSUs") through the issuance of one ordinary share for each vested RSU.
- Represents shares withheld by the Company to cover tax withholding obligations upon vesting.
- Granted on May 1, 2017 pursuant to the Capri Holdings Limited Amended and Restated Incentive Plan (the "Incentive Plan"). These securities vest 25% each year on May 1, 2018, 2019, 2020 and 2021, respectively, subject to employee's continued employment with the Company through the vesting date unless employee is retirement eligible.
- The RSUs do not expire.
- Settlement of this award will be satisfied through the issuance of one ordinary share for each vested RSU.
- 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Edwards Thomas Jr.</b> <b>33 KINGSWAY</b> <b>LONDON, X0 WC2B 6UF</b>			<b>EVP, CFO &amp; COO</b>	

**Signatures**

/s/ Krista A. McDonough, as attorney-in-fact for Thomas J. Edwards, Jr.

5/2/2019

\*\*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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