
**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): November 1, 2017

MICHAEL KORS HOLDINGS LIMITED

(Exact Name of Registrant as Specified in Its Charter)

British Virgin Islands
(State or other jurisdiction
of incorporation)

001-35368
(Commission
File Number)

Not applicable
(IRS Employer
Identification No.)

33 Kingsway
London, United Kingdom
WC2B 6UF
(Address of principal executive offices)

44 207 632 8600
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Introductory Note.

As previously disclosed in the Current Report on Form 8-K filed on July 25, 2017 with the Securities and Exchange Commission (“SEC”) by Michael Kors Holdings Limited (the “Company”), on July 25, 2017, the Company issued an announcement (the “Rule 2.7 Announcement”) under Rule 2.7 of the United Kingdom City Code on Takeovers and Mergers (the “Code”) disclosing the terms of a recommended cash offer for the entire issued and to be issued share capital of Jimmy Choo PLC, a public company organized under the laws of England and Wales, and its subsidiaries (collectively, “Jimmy Choo”), and in connection therewith, the Company, JAG Acquisitions (UK) Limited, a wholly-owned subsidiary of the Company, and Jimmy Choo entered into a cooperation agreement. This Current Report on Form 8-K is being filed in connection with the completion of the acquisition by the Company of Jimmy Choo (the “Acquisition”).

Item 2.01. Completion of Acquisition or Disposition of Assets.

On November 1, 2017 (the “Closing Date”), the Company completed the Acquisition. Pursuant to the terms of the 2.7 Announcement, the Jimmy Choo shareholders are entitled to receive 230 pence in cash, payable within 14 days of the Closing Date, for each Jimmy Choo share, which values Jimmy Choo’s issued share capital as of the Closing Date at approximately £896 million (or a total transaction value of approximately \$1.35 billion). The Company implemented the Acquisition by way of a scheme of arrangement under Part 26 of the United Kingdom Companies Act 2006.

The foregoing description of the Rule 2.7 Announcement and the transactions contemplated thereby is qualified in its entirety by reference to the Rule 2.7 Announcement, a copy of which was filed as Exhibit 2.1 to the Company’s Current Report on Form 8-K filed with the SEC on July 25, 2017.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Obligation of a Registrant.

As previously disclosed, on August 22, 2017, the Company entered into a second amended and restated senior unsecured credit facility (as amended, the “2017 Credit Facility”) with, among others, JPMorgan Chase Bank, N.A. (“JPMorgan Chase”), as administrative agent. In connection with the consummation of the Acquisition, on November 1, 2017, the Company borrowed \$1.0 billion in term loans under the 2017 Credit Facility to pay a portion of the Acquisition consideration and other fees and expenses related thereto.

Descriptions of the material terms of the 2017 Credit Agreement are included under Item 1.01 of the Company’s Current Reports on Form 8-K filed on October 5, 2017 and August 23, 2017, which are incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On the Closing Date, the Company issued a press release announcing the completion of the Acquisition. The press release is attached as Exhibit 99.1 hereto and is incorporated in its entirety into this Item 7.01 by reference.

The information under this Item 7.01 of this report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.**(a) Financial Statements of Business Acquired.**

The required financial statements of Jimmy Choo called for by Item 9.01(a) were included in the Current Report on Form 8-K filed by the Company with the SEC on October 5, 2017 and are incorporated herein by reference.

(b) Pro Forma Financial Information.

The required pro forma financial information called for by Item 9.01(b) was included in the Current Report on Form 8-K filed by the Company with the SEC on October 5, 2017 and is incorporated herein by reference.

(d) Exhibits

Exhibit No.	Description
2.1	<u>Rule 2.7 Announcement, dated as of July 25, 2017 (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Michael Kors Holdings Limited with the Securities and Exchange Commission on July 25, 2017).</u>
2.2	<u>Cooperation Agreement, dated as of July 25, 2017, by and among Michael Kors Holdings Limited, JAG Acquisitions (UK) Limited and Jimmy Choo (incorporated by reference to Exhibit 2.2 to the Current Report on Form 8-K filed by Michael Kors Holdings Limited with the Securities and Exchange Commission on July 25, 2017).</u>
99.1	<u>Press Release, dated November 1, 2017.</u>
99.2	<u>The historical audited consolidated financial statements of Jimmy Choo PLC as of December 31, 2016 and 2015 and for the two fiscal years ended December 31, 2016 and 2015 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Michael Kors Holdings Limited with the Securities and Exchange Commission on October 5, 2017).</u>
99.3	<u>The historical unaudited condensed consolidated financial statements of Jimmy Choo PLC as of June 30, 2017, June 30, 2016 and December 31, 2016 and for the six months ended June 30, 2017 and 2016 and for the year ended December 31, 2016 (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K filed by Michael Kors Holdings Limited with the Securities and Exchange Commission on October 5, 2017).</u>
99.4	<u>Unaudited pro forma condensed consolidated financial statements of Michael Kors Holdings Limited, giving effect to the acquisition of Jimmy Choo PLC and related financing transactions, as of and for the three months ended July 1, 2017 and for the fiscal year ended April 1, 2017 (incorporated by reference to Exhibit 99.3 to the Current Report on Form 8-K filed by Michael Kors Holdings Limited with the Securities and Exchange Commission on October 5, 2017).</u>

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, hereunto duly authorized.

MICHAEL KORS HOLDINGS LIMITED

Date: November 1, 2017

By: /s/ Thomas J. Edwards, Jr.

Name: Thomas J. Edwards, Jr.

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

**MICHAEL KORS HOLDINGS LIMITED COMPLETES ACQUISITION OF
JIMMY CHOO PLC**

Creates a global fashion luxury group through the combination of two iconic brands

LONDON – November 1, 2017 – Michael Kors Holdings Limited (NYSE:KORS) (the “Company”) today announced that it has completed the acquisition of Jimmy Choo PLC (“Jimmy Choo”). Under the terms of the transaction, Jimmy Choo shareholders received 230 pence per share with a total transaction value of approximately \$1.35 billion.

John D. Idol, Chairman and Chief Executive Officer of Michael Kors Holdings Limited, said, “We are thrilled to have completed the acquisition of Jimmy Choo, which brings together two iconic brands to create a global fashion luxury group. Jimmy Choo has a rich history as a leading global luxury house, renowned for its glamorous and fashion-forward footwear, and is an excellent complement to the Michael Kors brand. We believe this combination further strengthens our future growth opportunities while also increasing both product and geographic diversification. We look forward to partnering with Chief Executive Officer Pierre Denis, Creative Director Sandra Choi and the rest of the team as we grow the business globally while continuing to support the strong brand equity that Jimmy Choo has built over the last 20 years.”

Strategic Rationale

The acquisition of Jimmy Choo is expected to deliver a number of benefits, including:

- The opportunity to grow Jimmy Choo sales to \$1 billion
- A more balanced portfolio with greater product diversification
- An enhanced positioning in the attractive and growing luxury footwear segment
- The opportunity to grow in the men’s luxury footwear category
- Further expansion in the luxury accessories market
- Greater exposure to global markets, particularly the fast-growing market in Asia

Transaction Details

As previously announced, the acquisition was funded through a combination of borrowings under the Company’s new term loan facility and the issuance of senior unsecured notes, with a weighted average interest rate of 3.1%, as well as cash on hand. The acquisition was effected by way of a UK scheme of arrangement, which became effective today.

About Michael Kors Holdings Limited

Michael Kors Holdings Limited is a global fashion luxury group, consisting of iconic brands that are industry leaders in design, style and craftsmanship. Its brands cover the full spectrum of fashion luxury categories including women’s and men’s accessories, footwear and apparel as well as wearable technology, watches, jewelry, eyewear and a full line of fragrance products. The company’s goal is to continue to extend the global reach of its brands while ensuring that they maintain their independence and exclusive DNA. Michael Kors Holdings Limited is publicly listed on the New York Stock Exchange under the ticker KORS.

Forward Looking Statements

This press release (including information incorporated by reference in this press release), oral statements made regarding the acquisition of Jimmy Choo, and other information published by the Company, JAG Acquisitions (UK) Limited (“Michael Kors Bidco”) and Jimmy Choo contain statements which are, or may be deemed to be, “forward-looking statements”. Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of the Company, Michael Kors Bidco and Jimmy Choo about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. The forward-looking statements contained in this press release include statements relating to the expected effects of the Acquisition on the Company, Michael Kors Bidco and Jimmy Choo, the expected timing and scope of the Acquisition and other statements other than historical facts. All statements other than statements of historical facts included in this press release may be forward-looking statements. Without limitation, any statements preceded or followed by or that include the words “targets”, “plans”, “believes”, “expects”, “aims”, “intends”, “will”, “should”, “could”, “would”, “may”, “anticipates”, “estimates”, “synergy”, “cost-saving”, “projects”, “goal”, “strategy”, “budget”, “forecast” or “might”, or words or terms of similar substance or the negative thereof, are forward-looking statements. Forward-looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Jimmy Choo’s and the Company’s operations and benefits from the Acquisition; and (iii) the effects of government regulation on the Company’s, Michael Kors Bidco’s or Jimmy Choo’s business.

These forward-looking statements are not guarantees of future financial performance. Such forward-looking statements involve known and unknown risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many risks, uncertainties and other factors could cause actual results to differ materially from those projected or implied in any forward-looking statements. These risks, uncertainties and other factors include the satisfaction of the conditions to consummating the Acquisition, Michael Kors’ ability to integrate the businesses successfully and to achieve anticipated benefits of the acquisition; the risk of disruptions to the Company’s or Jimmy Choo’s businesses; the negative effects of the announcement of the proposed Acquisition or the consummation of the proposed Acquisition on the market price of the Company’s ordinary shares and its operating results; significant transaction costs; unknown liabilities; the risk of litigation and/or regulatory actions related to the proposed acquisition; fluctuations in demand for Jimmy Choo’s and the Company’s products; changes in consumer traffic and retail trends; loss of market share and industry competition; fluctuations in the capital markets; fluctuations in interest and exchange rates; the occurrence of unforeseen disasters or catastrophes; political or economic instability in principal markets; adverse outcomes in litigation; and general, local and global economic, political, business and market conditions, as well as those risks set forth in the reports that the Company files from time to time with the U.S. Securities and Exchange Commission. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. Such forward-looking statements should therefore be construed in the light of such factors. Unless otherwise required by applicable law, neither the Company, Michael Kors Bidco

nor Jimmy Choo, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this press release will actually occur. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements. All subsequent oral or written forward-looking statements attributable to the Company, Michael Kors Bidco or Jimmy Choo or any of their respective members, directors, officers or employees or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. The Company, Michael Kors Bidco and Jimmy Choo disclaim any obligation to update or revise any forward-looking or other statements contained herein other than in accordance with their legal and regulatory obligations.

FOR MORE INFORMATION:

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