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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CAPRI
HOLDINGS LIMITED
(Exact name of Registrant as specified in its charter)

British Virgin Islands
(State or other jurisdiction of
incorporation or organization)

N/A
(IRS Employer
Identification No.)

33 Kingsway
London, United Kingdom
WC2B 6UF
(Address, including zip code, of Registrant's principal executive offices)

Capri Holdings Limited Second Amended and Restated Omnibus Incentive Plan
(Full title of the plan)

Krista McDonough
Senior Vice President, General Counsel and Chief Sustainability Officer

11 West 42nd Street
New York, NY 10036
(212) 201-8388
(Name, address, including zip code, and telephone number, including area code, of agent for service)

COPIES TO:
John C. Kennedy, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019-6064
(212) 373-3000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary shares, no par value	3,600,000 ⁽²⁾	\$20.6350 ⁽³⁾	\$74,286,000.00 ⁽³⁾	\$9,642.33

- (1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover any additional securities to be offered or issued from stock splits, stock dividends or similar transactions.
- (2) Consists of ordinary shares issuable in respect of awards to be granted under the Capri Holdings Limited Second Amended and Restated Omnibus Incentive Plan.
- (3) Pursuant to Rule 457(c) and (h) under the Securities Act, the proposed maximum offering price per share was determined based on the average high and low prices of Capri Holdings Limited's ordinary shares reported by the New York Stock Exchange on September 21, 2020.

EXPLANATORY NOTE

Capri Holdings Limited (the “Company”) has prepared this Registration Statement in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended, to register an additional 3,600,000 of its ordinary shares, no par value, that are reserved for issuance under the Capri Holdings Limited Second Amended and Restated Omnibus Incentive Plan (the “Plan”). An amendment to increase the number of shares available to be awarded under the Plan from 1,809,323 shares to 5,409,323 shares was described in the Company’s definitive proxy statement, filed with the Securities Exchange Commission (the “Commission”) on July 22, 2020 and was approved by the Company’s shareholders on September 23, 2020. The Company previously filed a Registration Statement on Form S-8 on December 14, 2011 (File No. 333- 178486, the “Initial Form S-8”) to register 15,246,000 shares initially authorized for issuance under the Plan. Pursuant to General Instruction E to Form S-8, the contents of the Company’s Registration Statement on the Initial Form S-8 are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein. Only those items of Form S-8 containing new information not contained in the Initial Form S-8 are presented herein.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Company are incorporated by reference in this Registration Statement:

- (a) The Company’s Annual Report on [Form 10-K](#) for the fiscal year ended March 28, 2020 (filed on July 8, 2020);
- (b) The portions of the Company’s definitive proxy statement on [Schedule 14A](#) that are incorporated by reference into Part III of the Company’s Annual Report on Form 10-K for the fiscal year ended March 28, 2020 (filed on July 22, 2020);
- (c) The Company’s Quarterly Report on [Form 10-Q](#) for the quarter ended June 27, 2020 (filed August 5, 2020); and
- (d) The Company’s Current Reports on Form 8-K (filed on [April 6, 2020](#), [May 19, 2020](#), [May 28, 2020](#) and [July 1, 2020](#) (as amended by the Company’s current report on Form 8-K/A, filed on [July 1, 2020](#))); and
- (e) The description of the securities set forth in our Registration Statement on [Form 8-A](#) filed pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on December 8, 2011, and any amendment or report filed for the purpose of updating any such description.

All documents filed by the Company with the Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Registration Statement (other than any such documents or portions thereof that are furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K, unless otherwise indicated therein, including any exhibits included with such Items), prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Unless otherwise stated in the applicable reports, information furnished under Item 2.02 or 7.01 of a Current Report on Form 8-K shall not be incorporated by reference.

Any statement contained in this Registration Statement or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained or incorporated by reference herein or in any subsequently filed document which is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Document Description</u>
3.1	Amended and Restated Memorandum and Articles of Association of Capri Holdings Limited (incorporated by reference from Exhibit 3.1 to the Company's Current Report on Form 8-K filed on December 31, 2018).
4.1	Specimen of Ordinary Share Certificate of Capri Holdings Limited (incorporated by reference from Exhibit 4.1 to the Company's Annual Report on Form 10-K filed on June 19, 2019).
5.1*	Opinion of Harney, Westwood & Riegels as to the validity of the securities being offered.
23.1*	Consent of Ernst & Young LLP, independent registered public accounting firm.
23.2*	Consent of Harney, Westwood & Riegels (included in Exhibit 5.1).
24.1*	Powers of Attorney (included on signature pages).*

* Filed herewith.

Item 9. Undertakings.

The Company hereby undertakes:

- (a) (1) To file during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
- (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;
 - (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;
- provided, however, that, paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by us pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") that are incorporated by reference in the Registration Statement;*
- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered hereby which remain unsold at the termination of the offering.

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- (b) The Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering hereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of City of New York, State of New York, on September 24, 2020.

CAPRI HOLDINGS LIMITED

By: /s/ JOHN D. IDOL
Name: John D. Idol
Title: Chairman & Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints each of John D. Idol, Thomas J. Edwards Jr. and Krista McDonough, acting singly, his or her true and lawful agent, proxy and attorney-in-fact, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to (i) act on, sign and file with the Securities and Exchange Commission any and all amendments (including post-effective amendments) to this Registration Statement together with all schedules and exhibits thereto and any subsequent Registration Statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, together with all schedules and exhibits thereto, (ii) act on, sign and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, (iii) act on and file any supplement to any prospectus included in this Registration Statement or any such amendment or any subsequent Registration Statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and (iv) take any and all actions which may be necessary or appropriate in connection therewith, granting unto such agents, proxies and attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing necessary or appropriate to be done, as fully for all intents and purposes as he or she might or could do in person, hereby approving, ratifying and confirming all that such agents, proxies and attorneys-in-fact or any of their substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this Registration Statement and Power of Attorney have been signed on September 24, 2020, by the following persons in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ John D. Idol</u> John D. Idol	Chairman, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>
<u>/s/ Thomas J. Edwards, Jr.</u> Thomas J. Edwards, Jr.	Chief Financial Officer and Chief Operating Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>
<u>/s/ M. William Benedetto</u> M. William Benedetto	Director
<u>/s/ Robin Freestone</u> Robin Freestone	Director
<u>/s/ Judy Gibbons</u> Judy Gibbons	Director

/s/ Ann Korologos

Ann Korologos

Director

/s/ Stephen F. Reitman

Stephen F. Reitman

Director

/s/ Jane Thompson

Jane Thompson

Director

/s/ Jean Tomlin

Jean Tomlin

Director



Harney Westwood & Riegels LP
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DATED: 24 September 2020

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Capri Holdings Limited
33 Kingsway
London, United Kingdom
WC2B 6UF

Dear Sir or Madam

Capri Holdings Limited No 524407 (the Company)

We are lawyers qualified to practise in the British Virgin Islands and have been asked to provide this legal opinion to you with regard to the laws of the British Virgin Islands in connection with the Company's Ordinary Shares (as defined in the Company's Memorandum and Articles of Association).

For the purposes of giving this opinion, we have examined the Documents (as defined in Schedule 1). We have not examined any other documents, official or corporate records or external or internal registers and have not undertaken or been instructed to undertake any further enquiry or due diligence in relation to the transaction which is the subject of this opinion.

In giving this opinion we have relied upon the assumptions set out in Schedule 2 which we have not verified.

Based solely upon the foregoing examinations and assumptions and having regard to legal considerations which we deem relevant, and subject to the qualifications set out in Schedule 3, we are of the opinion that under the laws of the British Virgin Islands:

- 1 **Existence and Good Standing.** The Company is a company duly incorporated with limited liability, and is validly existing and in good standing under the laws of the British Virgin Islands. The Company is a separate legal entity and is subject to suit in its own name.
- 2 **Valid Issuance of Shares.** The Ordinary Shares have been duly and validly authorized by the Company and, when issued, pursuant to:
 - (a) the Company's Memorandum and Articles of Association;

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- (b) the terms of the Plan; and
 - (c) the requisite resolution of directors and/or a committee of directors at the time of issuance pursuant to section 48 of the Act, as applicable, and the consideration therefor is received, will be duly and validly issued, fully paid and non-assessable (which term when used herein means that no further sums are required to be paid by the holders thereof in connection with the issue of the Ordinary Shares).

This opinion is confined to the matters expressly opined on herein and given on the basis of the laws of the British Virgin Islands as they are in force and applied by the British Virgin Islands courts at the date of this opinion. We have made no investigation of, and express no opinion on, the laws of any other jurisdiction. We express no opinion as to matters of fact. Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in the Plan. We express no opinion with respect to the commercial terms of the transactions the subject of this opinion.

This opinion is rendered for your benefit and the benefit of your legal counsel (in that capacity only) in connection with the transactions contemplated by the Plan. It may be disclosed to your successors and assigns only with our prior written consent. It may not be disclosed to or relied on by any other party or for any other purpose.

We hereby consent to the filing of this opinion as an Exhibit to the Registration Statement and to the use of our name therein.

Yours faithfully

/s/ Harney Westwood & Riegels LP

Harney Westwood & Riegels LP

SCHEDULE 1

List of Documents and Records Examined

- 1 a copy of the Certificate of Incorporation and Memorandum and Articles of Association of the Company obtained from the Registry of Corporate Affairs on 23 September 2020;
 - 2 the records and information certified by Offshore Incorporations Limited, the registered agent of the Company, on 17 September 2020 of the statutory documents and records maintained by the Company at its registered office (the *Registered Agent's Certificate*);
 - 3 the public records of the Company on file and available for inspection at the Registry of Corporate Affairs, Road Town, Tortola, British Virgin Islands on 23 September 2020;
 - 4 the records of proceedings on file with, and available for inspection on 23 September 2020 at the High Court of Justice, British Virgin Islands;
- (1 to 4 above are the *Corporate Documents*); and
- 5 the Registration Statement on Form S-8 (the *Registration Statement*) filed on the date hereof by the Company with the United States Securities and Exchange Commission (the *SEC*) under the United States Securities Act of 1933, as amended, and the rules and regulations of the SEC promulgated thereunder, for purposes of registering an additional 3,600,000 ordinary shares, no par value, of the Company that are reserved for issuance under the Capri Holdings Limited Second Amended and Restated Omnibus Incentive Plan (the *Plan*); and
 - 6 a copy of the Plan.

The Corporate Documents and the Plan are collectively referred to in this opinion as the *Documents*.

SCHEDULE 2

Assumptions

- 1 **Directors.** The board of directors of the Company considers the Plan and the transactions contemplated thereby to be in the best interests of the Company and no director has a financial interest in or other relationship to a party or the transactions contemplated by the Registration Statement and that the board of directors are properly exercising their powers in good faith.
- 2 **Bona Fide Transaction.** No disposition of property effected by the Plan is made for an improper purpose or wilfully to defeat an obligation owed to a creditor.
- 3 **Authenticity of Documents.** All original Documents are authentic, all signatures, initials and seals are genuine, all copies of Documents are true and correct copies and the Plan conforms in every material respect to the latest draft of the same produced to us and, where the Plan has been provided to us in successive drafts marked-up to indicate changes to such documents, all such changes have been so indicated.
- 4 **Corporate Documents.** All matters required by law to be recorded in the Corporate Documents are so recorded, and all corporate minutes, resolutions, certificates, documents and records which we have reviewed are accurate and complete, and all facts expressed in the Corporate Documents or implied thereby are accurate and complete, and the information recorded in the Registered Agent's Certificate was accurate as at the date of this opinion.
- 5 **No Steps to Wind-up.** The directors and shareholders of the Company have not taken any steps to appoint a liquidator of the Company and no receiver has been appointed over any of the property or assets of the Company.
- 6 **Unseen Documents.** Save for the Documents provided to us there are no resolutions, agreements, documents or arrangements which materially affect, amend or vary the transactions envisaged in the Documents.

SCHEDULE 3

Qualifications

- 1 **Public Records.** Records reviewed by us may not be complete for various reasons. In particular you should note that:
 - (a) in special circumstances the court may order the sealing of the court record, which would mean that a record of the court action would not appear on the High Court register;
 - (b) failure to file notice of appointment of a receiver with the Registry of Corporate Affairs does not invalidate the receivership but merely gives rise to penalties on the part of the receiver;
 - (c) a liquidator of a British Virgin Islands company has 14 days after their appointment within which they must file notice of their appointment at the Registry of Corporate Affairs; and
 - (d) although amendments to the Memorandum and Articles of Association of a company are normally effective from the date of registration with the Registry of Corporate Affairs, it is possible for a British Virgin Islands court to order that they be treated as being effective from an earlier date, and searches would not reveal the amendments until the court order was subsequently filed,and accordingly our searches would not indicate such issues.
- 2 **Good Standing.** To maintain the Company in good standing under the laws of the British Virgin Islands, annual licence fees must be paid to the Registrar of Corporate Affairs.
- 3 **Sanctions.** The obligations of the Company may be subject to restrictions pursuant to United Nations and European Union sanctions as implemented under the laws of the British Virgin Islands.
- 4 **Economic Substance.** We have undertaken no enquiry and express no view as to the compliance of the Company with the Economic Substance (Companies and Limited Partnerships) Act 2018.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No.333-XXX) pertaining to the Capri Holdings Limited Second Amended and Restated Omnibus Incentive Plan of our reports dated July 8, 2020, with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting of Capri Holdings Limited and subsidiaries, included in its Annual Report (Form 10-K) for the year ended March 28, 2020, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

New York, New York

September 24, 2020