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

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**Form 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of Report (Date of earliest event reported): May 18, 2021**

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**CAPRI**

HOLDINGS LIMITED

(Exact name of Registrant as Specified in its Charter)

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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)

44 207 632 8600  
(Registrant's telephone number, including area code)

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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))

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on which Registered</u>
Ordinary Shares, no par value	CPRI	New York Stock Exchange

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.

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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.**

(b) On May 18, 2021, M. William Benedetto expressed his intention to not stand for re-election to the Board of Directors of Capri Holdings Limited (the “Company”) at the 2021 Annual Meeting of Shareholders (the “2021 Annual Meeting”) of the Company, and his term will therefore end at the conclusion of the 2021 Annual Meeting on July 28, 2021 (subject to any adjournment or postponement thereof). Mr. Benedetto is retiring and his determination to not stand for re-election is not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

(d) On May 18, 2021, the Board of Directors (the “Board”) of the Company appointed Marilyn Crouther to the Board and designated her as a member of the Audit Committee and the Compensation and Talent Committee with effect from June 1, 2021. Ms. Crouther will be a Class I director and will be up for election at the 2021 Annual Meeting. If elected at the 2021 Annual Meeting, she will continue to serve as a Class I director until the Company’s annual meeting of shareholders in 2024 and until the election and qualification of her successor in office.

There is no arrangement or understanding between Ms. Crouther and any other person pursuant to which she was selected as a director of the Company, and there have been no transactions since the beginning of the Company’s last fiscal year, or that are currently proposed, that are required to be disclosed by Item 404(a) of Regulation S-K.

In connection with Ms. Crouther’s appointment to the Board, and in accordance with the Company’s standard compensation arrangements for non-employee directors, Ms. Crouther will be entitled to an annual cash retainer of \$90,000, an annual fee of \$12,500 for each committee on which she serves as well as an annual equity grant of restricted share units (“RSUs”) with a grant date fair market value of \$150,000 made on the date of the 2021 Annual Meeting. These RSUs vest on the earlier of the first anniversary of the date of grant and the date of the annual shareholder meeting that occurs in the calendar year following the date of grant, and will vest pro rata based on the number of days of service between the date of grant and the termination date if the director terminates service (other than for cause) prior to the vesting date. In the event the director’s service terminates by reason of death or disability, all outstanding RSUs shall vest on the date of such death or disability.

As a result of Ms. Crouther’s appointment and Mr. Benedetto’s retirement, the Board also determined that, effective June 1, 2021, the size of of the Board shall be increased from eight to nine, and then effective at the conclusion of the 2021 Annual Meeting, the size of the Board shall be decreased back to eight directors.

A copy of the press release announcing the foregoing is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	
99.1	<a href="#">Capri Holdings Limited Press Release, dated May 19, 2021</a>
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

**SIGNATURES**

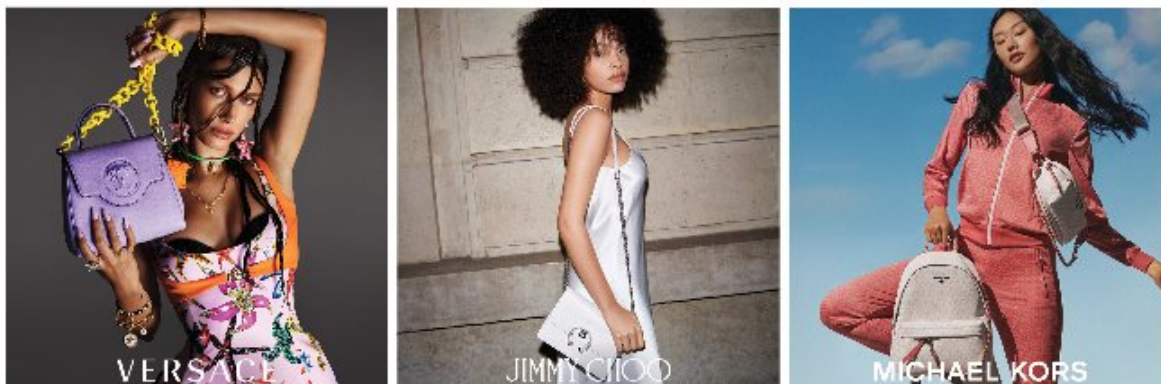
Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**CAPRI HOLDINGS LIMITED**

Date: May 19, 2021

By: /s/ Krista A. McDonough  
Name: Krista A. McDonough  
Title: Senior Vice President, General Counsel & Chief Sustainability Officer

**CAPRI HOLDINGS ANNOUNCES CHANGES TO ITS BOARD OF DIRECTORS**  
**Marilyn Crouther To Be Appointed**  
**M. William Benedetto To Retire**



London — May 19, 2021— Capri Holdings Limited (NYSE:CPRI), a global fashion luxury group, today announced that Marilyn Crouther will be appointed to the Board of Directors effective June 1st. Ms. Crouther will join the Audit Committee as well as the Compensation and Talent Committee.

Ms. Crouther has more than 30 years' experience delivering transformational technology and IT modernization services as well as a strong background in finance and accounting. She is currently the CEO and Principal of Crouther Consulting, LLC, a firm that provides consulting services to IT companies. Most recently, Ms. Crouther was senior vice president, general manager at DXC Technology Company. Before that, she was senior vice president and general manager for Hewlett Packard Enterprise, having joined Hewlett Packard in 1989. While at Hewlett Packard, Ms. Crouther served in various senior management positions, including vice president of finance for the U.S. public sector business and industry controller for its government group. Currently, Ms. Crouther also serves as a director of ICF, a NASDAQ-listed global consulting and digital services provider, and serves on the board of directors for the Center for Innovative Technology as well as the Information Technology Senior Management Forum. Previously, she was a board member and a vice chair for the Northern Virginia Technology Council.

“We are excited to welcome Marilyn to our Board,” said John D. Idol, Chairman and Chief Executive Officer. “Marilyn is an outstanding leader with a deep understanding of technology, finance, and international business. She will bring a unique perspective to our Board as well as further diversify the breadth of our directors' skills and experiences.”

“It is an honor to join the Board of Directors of Capri Holdings and to support the growth strategy for the group and its iconic brands,” said Ms. Crouther. “I look forward to sharing my expertise and helping Capri drive value for its shareholders.”

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In addition, Capri Holdings announced that M. William Benedetto intends to retire at the conclusion of his current term which ends at the annual meeting of shareholders to be held on July 28, 2021. Mr. Benedetto has been a director since December 2011 and serves on the Audit Committee, Compensation and Talent Committee and as our Lead Director. Effective as of his retirement date, Robin Freestone will be appointed Lead Director. Mr. Freestone joined the Board in January 2016 and also serves as the Chairman of our Audit Committee.

“On behalf of the entire Board of Directors, we wish to express our sincere gratitude to Bill for his many years of outstanding service. We are deeply grateful for the wisdom, guidance, and long-standing commitment he has demonstrated to our Company and its shareholders for the last 10 years.” said Mr. Idol.

### **About Capri Holdings Limited**

Capri 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 ready-to-wear 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. Capri Holdings Limited is publicly listed on the New York Stock Exchange under the ticker CPRI.

### **Forward Looking Statements**

*This press release contains 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 Capri Holdings Limited (the “Company”) 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. 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 “plans”, “believes”, “expects”, “intends”, “will”, “should”, “could”, “would”, “may”, “anticipates”, “might” or similar words or phrases, are forward-looking statements. 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, which could cause actual results to differ materially from those projected or implied in any forward-looking statements. These risks, uncertainties and other factors are set forth in the reports that the Company files from time to time with the U.S. Securities and Exchange Commission, including the Company’s Annual Report on Form 10-K for the fiscal year ended March 28, 2020 (File No. 001-35368). Any forward-looking statement in this press release speaks only as of the date made and the Company disclaims any obligation to update or revise any forward-looking or other statements contained herein other than in accordance with legal and regulatory obligations.*

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