

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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 * IDOL JOHN D (Last) (First) (Middle) 90 WHITFIELD STREET, 2ND FLOOR (Street) LONDON, X0 W1T 4EZ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Capri Holdings Ltd [CPRI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman & CEO
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/18/2023</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	12/18/2023		M ⁽¹⁾		5,288	A	\$0	1,098,356 ⁽²⁾	D	
Ordinary shares, no par value	12/18/2023		F ⁽²⁾		5,288	D	\$49.28	1,093,077 ⁽²⁾	D	
Ordinary shares, no par value								1,000,000	I	Held by John D. Idol 2023 GRAT
Ordinary shares, no par value								149,700	I	Held by John D. Idol 2013 GRAT #1
Ordinary shares, no par value								149,700	I	Held by John D. Idol 2013 GRAT #2

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	12/18/2023		M ⁽¹⁾			5,288	⁽⁴⁾	⁽⁵⁾	Ordinary shares, no par value	5,288 ⁽⁶⁾	\$0	110,138	D	
Restricted share units	\$0							⁽⁷⁾	⁽⁵⁾	Ordinary shares, no par value	49,308 ⁽⁶⁾		49,308	D	
Restricted share units	\$0							⁽⁸⁾	⁽⁵⁾	Ordinary shares, no par value	57,026 ⁽⁶⁾		57,026	D	
Employee share option (right to buy)	\$67.52							⁽⁹⁾	6/15/2025	Ordinary shares, no par value	61,249		61,249	D	

Explanation of Responses:

- (1) Represents the conversion of restricted share units ("RSUs") into ordinary shares, no par value, on a one-for-one basis to satisfy FICA and other tax withholding obligations due to the reporting person being retirement eligible within the meaning of the Capri Holdings Limited Third Amended and Restated Incentive Plan (the "Incentive Plan").
- (2) Represents shares withheld by the Company to cover FICA and other tax withholding obligations of the reporting person due to the reporting person being retirement eligible within the meaning of the Incentive Plan.
- (3) This amount excludes 54,600 ordinary shares, no par value, held by the Idol Family Foundation. The reporting person may be deemed to have beneficial ownership of the shares held by the Idol Family Foundation but does not have a pecuniary interest in such shares.
- (4) Granted on June 15, 2023 pursuant to the Incentive Plan. The securities underlying the total number of RSUs originally granted vest 25% each year on June 15, 2024, 2025, 2026 and 2027, respectively, subject to grantee's continued employment with the Company through the vesting date unless the grantee dies, becomes permanently disabled or is retirement eligible under the Incentive Plan.
- (5) The RSUs do not expire.
- (6) Settlement of this award will be satisfied through the issuance of one ordinary share for each vested RSU.
- (7) Granted on June 15, 2021 pursuant to the Capri Holdings Limited Third Amended and Restated Incentive Plan (the "Incentive Plan"). The securities underlying the total number of RSUs originally granted vest 1/3 each year on June 15, 2022, 2023, and 2024, respectively, subject to grantee's continued employment with the Company through the vesting date unless the grantee dies, becomes permanently disabled or is retirement eligible under the Incentive Plan.
- (8) Granted on June 15, 2022 pursuant to the Incentive Plan. The securities underlying the total number of RSUs originally granted vest 1/3 each year on June 15, 2023, 2024, and 2025, respectively, subject to grantee's continued employment with the Company through the vesting date unless the grantee dies, becomes permanently disabled or is retirement eligible under the Incentive Plan.
- (9) Immediately exercisable.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IDOL JOHN D 90 WHITFIELD STREET 2ND FLOOR LONDON, X0 W1T 4EZ	X		Chairman & CEO	

Signatures

/s/ Krista A. McDonough, as Attorney-in-Fact for John D. Idol

12/20/2023

**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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