

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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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)		
Hendricks Jenna			Capri Holdings Ltd [CPRI]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, Chief People Officer		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
33 KINGSWAY			6/17/2021					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
LONDON, X0 WC2B 6UF						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(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	6/17/2021		M		1846 (1)	A	\$0	18796	D	
Ordinary shares, no par value	6/17/2021		F		706 (2)	D	\$53.59	18090	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	6/17/2021		M		1846		(3)	(4)	Ordinary shares, no par value	1846	\$0	3691 (5)	D	
Restricted share units	\$0							6/15/2022	(4)	Ordinary shares, no par value	1110		1110 (5)	D	
Restricted share units	\$0							(6)	(4)	Ordinary shares, no par value	2208		2208 (5)	D	
Restricted share units	\$0							(7)	(4)	Ordinary shares, no par value	11758		11758 (5)	D	
Restricted share units	\$0							(8)	(4)	Ordinary shares, no par value	27357		27357 (5)	D	
Employee Share Option (right to buy)	\$12.12							(9)	8/11/2021	Ordinary shares, no par value	2762		2762	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 June 17, 2019 pursuant to the Capri Holdings Limited Second Amended and Restated Incentive Plan (the "Incentive Plan"). The securities underlying the total number of RSUs originally granted will vest 25% each year on June 17, 2020, 2021, 2022, and 2023, respectively, subject to grantee's continued employment with the Company through the vesting date unless the grantee 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 August 1, 2019 pursuant to the Incentive Plan. The securities underlying the total number of RSUs originally granted will vest 25% each year on August 1, 2020, 2021, 2022, and 2023, respectively, subject to grantee's continued employment with the Company through the vesting date unless the grantee is retirement eligible.

- (7) Granted on June 15, 2020 pursuant to the Incentive Plan. The securities underlying the total number of RSUs originally granted will vest 1/3 each year on June 15, 2021, 2022 and 2023, respectively, subject to grantee's continued employment with the Company through the vesting date unless the grantee is retirement eligible.
- (8) Granted on June 15, 2021 pursuant to the Incentive Plan. The securities underlying the total number of RSUs originally granted will 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 is retirement eligible.
- (9) Immediately exercisable.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hendricks Jenna 33 KINGSWAY LONDON, X0 WC2B 6UF			SVP, Chief People Officer	

Signatures

/s/ Krista A. McDonough, as Attorney-In-Fact for Jenna Hendricks

6/21/2021

**
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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