

FORM 4

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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) | |
| Edwards Thomas Jr. | | 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) EVP, CFO & COO | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| 90 WHITFIELD STREET, 2ND FLOOR | | 6/20/2023 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| LONDON, X0 WIT 4EZ | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | Rule 10b5-1(c) Transaction Indication | | | |
| | | <input type="checkbox"/> 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. | | | |

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 | 6/20/2023 | | M ⁽¹⁾ | | 5537 | A | \$0 | 161275 | D | |
| Ordinary shares, no par value | 6/20/2023 | | F ⁽²⁾ | | 2833 | D | \$36.38 | 158442 | 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 Derivative 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 | 6/20/2023 | | M | | 5537 | | (3) | (4) | Ordinary shares, no par value | 5537 ⁽⁵⁾ | \$0 | 0 | D | |
| Restricted share units | \$0 | | | | | | | (6) | (4) | Ordinary shares, no par value | 18238 ⁽⁵⁾ | | 18238 | D | |
| Restricted share units | \$0 | | | | | | | (7) | (4) | Ordinary shares, no par value | 21092 ⁽⁵⁾ | | 21092 | D | |
| Restricted share units | \$0 | | | | | | | (8) | (4) | Ordinary shares, no par value | 40739 ⁽⁵⁾ | | 40739 | D | |
| Employee share option (right to buy) | \$67.52 | | | | | | | (3) | 6/15/2025 | Ordinary shares, no par value | 12250 | | 12250 | D | |

Explanation of Responses:

- (1) Represents settlement of restricted share units ("RSUs") through the issuance of one ordinary share for each vested RSU.
- (2) Represents shares withheld by the Company to cover tax withholding obligations upon vesting.
- (3) Immediately exercisable.
- (4) The RSUs do not expire.
- (5) Settlement of this award will be satisfied through the issuance of one ordinary share for each vested RSU.
- (6) 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 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 dies, becomes permanently disabled or is retirement eligible under the Incentive Plan.

- (7) Granted on June 15, 2022 pursuant to the Incentive Plan. The securities underlying the total number of RSUs originally granted will 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.
- (8) Granted on June 15, 2023 pursuant to the Incentive Plan. The securities underlying the total number of RSUs originally granted will 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.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Edwards Thomas Jr. 90 WHITFIELD STREET, 2ND FLOOR LONDON, X0 W1T 4EZ | | | EVP, CFO & COO | |

Signatures

/s/ Krista A. McDonough, as attorney-in-fact for Thomas J. Edwards, Jr.

6/22/2023

**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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