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

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 27, 2020
or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________
Commission file number: 001-35368

CAPRI
HOLDINGS LIMITED

(Exact Name of Registrant as Specified in Its Charter)

British Virgin Islands	**N/A**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

33 Kingsway
London, United Kingdom
WC2B 6UF
(Address of principal executive offices)

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

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). ☐ Yes ☒ No

As of July 29, 2020, Capri Holdings Limited had 150,344,703 ordinary shares outstanding.

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CAPRI HOLDINGS LIMITED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In millions, except share data)
(Unaudited)

	June 27, 2020	March 28, 2020
Assets		
Current assets		
Cash and cash equivalents	$ 207	$ 592
Receivables, net	183	308
Inventories, net	948	827
Prepaid expenses and other current assets	151	167
Total current assets	1,489	1,894
Property and equipment, net	541	561
Operating lease right-of-use assets	1,641	1,625
Intangible assets, net	1,977	1,986
Goodwill	1,490	1,488
Deferred tax assets	226	225
Other assets	169	167
Total assets	$ 7,533	$ 7,946
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable	$ 596	$ 428
Accrued payroll and payroll related expenses	94	93
Accrued income taxes	34	42
Short-term operating lease liabilities	431	430
Short-term debt	191	167
Accrued expenses and other current liabilities	243	241
Total current liabilities	1,589	1,401
Long-term operating lease liabilities	1,751	1,758
Deferred tax liabilities	465	465
Long-term debt	1,577	2,012
Other long-term liabilities	144	142
Total liabilities	5,526	5,778
Commitments and contingencies		
Shareholders' equity		
Ordinary shares, no par value; 650,000,000 shares authorized; 218,272,709 shares issued and 150,340,192 outstanding at June 27, 2020; 217,320,010 shares issued and 149,425,612 outstanding at March 28, 2020	—	—
Treasury shares, at cost (67,932,517 shares at June 27, 2020 and 67,894,398 shares at March 28, 2020)	(3,326)	(3,325)
Additional paid-in capital	1,109	1,085
Accumulated other comprehensive income	71	75
Retained earnings	4,152	4,332
Total shareholders' equity of Capri	2,006	2,167
Noncontrolling interest	1	1
Total shareholders' equity	2,007	2,168
Total liabilities and shareholders' equity	$ 7,533	$ 7,946

See accompanying notes to consolidated financial statements.

CAPRI HOLDINGS LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE (LOSS) INCOME
(In millions, except share and per share data)
(Unaudited)

	Three Months Ended	
	June 27, 2020	June 29, 2019
Total revenue	$ 451	$ 1,346
Cost of goods sold	149	512
Gross profit	302	834
Selling, general and administrative expenses	402	598
Depreciation and amortization	54	60
Impairment of assets	—	97
Restructuring and other charges	8	15
Total operating expenses	464	770
(Loss) income from operations	(162)	64
Other income, net	(1)	(2)
Interest expense, net	17	13
Foreign currency (gain) loss	(3)	2
(Loss) income before provision for income taxes	(175)	51
Provision for income taxes	5	6
Net (loss) income attributable to Capri	$ (180)	$ 45
Weighted average ordinary shares outstanding:		
Basic	149,556,310	151,049,572
Diluted	149,556,310	152,334,153
Net (loss) income per ordinary share attributable to Capri:		
Basic	$ (1.21)	$ 0.30
Diluted	$ (1.21)	$ 0.30
Statements of Comprehensive (Loss) Income:		
Net (loss) income	$ (180)	$ 45
Foreign currency translation adjustments	(3)	(25)
Net loss on derivatives	(1)	(2)
Comprehensive (loss) income attributable to Capri	$ (184)	$ 18

See accompanying notes to consolidated financial statements.

CAPRI HOLDINGS LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY
(In millions, except share data which is in thousands)
(Unaudited)

	Ordinary Shares		Additional Paid-in Capital	Treasury Shares		Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Equity of Capri	Non-controlling Interests	Total Equity
	Shares	Amounts		Shares	Amounts					
Balance at March 28, 2020	217,320	$ —	$ 1,085	(67,894)	$ (3,325)	$ 75	$ 4,332	$ 2,167	$ 1	$ 2,168
Net loss	—	—	—	—	—	—	(180)	(180)	—	(180)
Other comprehensive loss	—	—	—	—	—	(4)	—	(4)	—	(4)
Total comprehensive loss	—	—	—	—	—	—	—	(184)	—	(184)
Vesting of restricted awards, net of forfeitures	953	—	—	—	—	—	—	—	—	—
Equity compensation expense	—	—	24	—	—	—	—	24	—	24
Purchase of treasury shares	—	—	—	(38)	(1)	—	—	(1)	—	(1)
Balance at June 27, 2020	218,273	$ —	$ 1,109	(67,932)	$ (3,326)	$ 71	$ 4,152	$ 2,006	$ 1	$ 2,007

	Ordinary Shares		Additional Paid-in Capital	Treasury Shares		Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Equity of Capri	Non-controlling Interests	Total Equity
	Shares	Amounts		Shares	Amounts					
Balance at March 30, 2019, as previously reported	216,051	$ —	$ 1,011	(65,119)	$ (3,223)	$ (66)	$ 4,707	$ 2,429	$ 3	$ 2,432
Adoption of accounting standards (ASC 842)	—	—	—	—	—	—	(152)	(152)	—	(152)
Balance as of March 31, 2019	216,051	—	1,011	(65,119)	(3,223)	(66)	4,555	2,277	3	2,280
Net income	—	—	—	—	—	—	45	45	—	45
Other comprehensive loss	—	—	—	—	—	(27)	—	(27)	—	(27)
Total comprehensive income	—	—	—	—	—	—	—	18	—	18
Vesting of restricted awards, net of forfeitures	691	—	—	—	—	—	—	—	—	—
Equity compensation expense	—	—	28	—	—	—	—	28	—	28
Purchase of treasury shares	—	—	—	(58)	(2)	—	—	(2)	—	(2)
Balance at June 29, 2019	216,742	$ —	$ 1,039	(65,177)	$ (3,225)	$ (93)	$ 4,600	$ 2,321	$ 3	$ 2,324

See accompanying notes to consolidated financial statements.

CAPRI HOLDINGS LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)
(Unaudited)

	Three Months Ended	
	June 27, 2020	June 29, 2019
Cash flows from operating activities		
Net (loss) income	$ (180)	$ 45
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	54	60
Equity compensation expense	24	28
Deferred income taxes	—	2
Impairment of assets	—	97
Changes to lease related balances, net	(24)	(16)
Tax deficit (benefit) on exercise of share options	5	2
Amortization of deferred financing costs	1	1
Foreign currency (gains) losses	(3)	2
Other non-cash charges	(6)	—
Change in assets and liabilities:		
Receivables, net	131	73
Inventories, net	(119)	(63)
Prepaid expenses and other current assets	15	(32)
Accounts payable	167	(8)
Accrued expenses and other current liabilities	—	(51)
Other long-term assets and liabilities	2	18
Net cash provided by operating activities	67	158
Cash flows from investing activities		
Capital expenditures	(32)	(54)
Cash paid for business acquisitions, net of cash acquired	—	(1)
Settlement of a net investment hedge	—	23
Net cash used in investing activities	(32)	(32)
Cash flows from financing activities		
Debt borrowings	396	390
Debt repayments	(811)	(526)
Debt issuance costs	(4)	—
Purchase of treasury shares	(1)	(2)
Net cash used in financing activities	(420)	(138)
Effect of exchange rate changes on cash and cash equivalents	—	—
Net decrease in cash and cash equivalents	(385)	(12)
Beginning of period	592	172
End of period	$ 207	$ 160
Supplemental disclosures of cash flow information		
Cash paid for interest	$ 20	$ 30
Cash received, net of cash paid, for income taxes	$ (6)	$ 12
Supplemental disclosure of non-cash investing and financing activities		
Accrued capital expenditures	$ 20	$ 23

See accompanying notes to consolidated financial statements.

CAPRI HOLDINGS LIMITED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Business and Basis of Presentation

The Company was incorporated in the British Virgin Islands ("BVI") on December 13, 2002 as Michael Kors Holdings Limited and changed its name to Capri Holdings Limited ("Capri," and together with its subsidiaries, the "Company") on December 31, 2018. The Company is a holding company that owns brands that are leading designers, marketers, distributors and retailers of branded women's and men's accessories, apparel and footwear bearing the Versace, Jimmy Choo and Michael Kors tradenames and related trademarks and logos. The Company operates in three reportable segments: Versace, Jimmy Choo and Michael Kors. See Note 16 for additional information.

The interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") and include the accounts of the Company and its wholly-owned or controlled subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. The interim consolidated financial statements as of June 27, 2020 and for the three months ended June 27, 2020 and June 29, 2019 are unaudited. In addition, certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. The interim consolidated financial statements reflect all normal and recurring adjustments, which are, in the opinion of management, necessary for a fair presentation in conformity with U.S. GAAP. The interim consolidated financial statements should be read in conjunction with the audited financial statements and notes thereto for the year ended March 28, 2020, as filed with the Securities and Exchange Commission on July 8, 2020, in the Company's Annual Report on Form 10-K. The results of operations for the interim periods should not be considered indicative of results to be expected for the full fiscal year.

The Company utilizes a 52 to 53 week fiscal year ending on the Saturday closest to March 31. As such, the term "Fiscal Year" or "Fiscal" refers to the 52-week or 53-week period, ending on that day. The results for the three months ended June 27, 2020 and June 29, 2019, are based on 13-week periods.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to use judgment and make estimates that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The level of uncertainty in estimates and assumptions increases with the length of time until the underlying transactions are completed. The most significant assumptions and estimates involved in preparing the financial statements include allowances for customer deductions, sales returns, sales discounts and doubtful accounts, estimates of inventory net realizable value, the valuation of share-based compensation, the valuation of deferred taxes and the valuation of goodwill, intangible assets and property and equipment, along with the estimated useful lives assigned to these assets. Actual results could differ from those estimates.

Reclassifications

Certain reclassifications have been made to the prior periods' financial information in order to conform to the current period's presentation.

Seasonality

The Company experiences certain effects of seasonality with respect to its business. The Company generally experiences greater sales during its third fiscal quarter, primarily driven by holiday season sales, and the lowest sales during its first fiscal quarter.

Inventories, net

Inventories mainly consist of finished goods with the exception of raw materials and work in process inventory. The combined total of raw materials and work in process inventory recorded on the Company's consolidated balance sheets was $27 million as of both June 27, 2020 and March 28, 2020.

The net realizable value of the Company's inventory as of June 27, 2020 and March 28, 2020 includes the expected adverse impacts of the COVID-19 pandemic. This includes the impact from temporary retail store closures, wholesale customer store closures, reductions in retail store traffic, a decline in international tourism and a decrease in consumer consumption.

Derivative Financial Instruments

Forward Foreign Currency Exchange Contracts

The Company uses forward foreign currency exchange contracts to manage its exposure to fluctuations in foreign currency for certain transactions. The Company, in its normal course of business, enters into transactions with foreign suppliers and seeks to minimize risks related to these transactions. The Company employs these contracts to hedge the Company's cash flows, as they relate to foreign currency transactions. Certain of these contracts are designated as hedges for accounting purposes, while others remain undesignated. All of the Company's derivative instruments are recorded in the Company's consolidated balance sheets at fair value on a gross basis, regardless of their hedge designation.

The Company designates certain contracts related to the purchase of inventory that qualify for hedge accounting as cash flow hedges. Formal hedge documentation is prepared for all derivative instruments designated as hedges, including a description of the hedged item and the hedging instrument and the risk being hedged. The changes in the fair value for contracts designated as cash flow hedges is recorded in equity as a component of accumulated other comprehensive (loss) income until the hedged item affects earnings. When the inventory related to forecasted inventory purchases that are being hedged is sold to a third party, the gains or losses deferred in accumulated other comprehensive (loss) income are recognized within cost of goods sold. The Company uses regression analysis to assess effectiveness of derivative instruments that are designated as hedges, which compares the change in the fair value of the derivative instrument to the change in the related hedged item. If the hedge is no longer expected to be highly effective in the future, future changes in the fair value are recognized in earnings. For those contracts that are not designated as hedges, changes in the fair value are recorded to foreign currency loss (gain) in the Company's consolidated statements of operations and comprehensive (loss) income. The Company classifies cash flows relating to its forward foreign currency exchange contracts related to the purchase of inventory consistently with the classification of the hedged item, within cash flows from operating activities.

The Company is exposed to the risk that counterparties to derivative contracts will fail to meet their contractual obligations. In order to mitigate counterparty credit risk, the Company only enters into contracts with carefully selected financial institutions based upon their credit ratings and certain other financial factors, adhering to established limits for credit exposure. The aforementioned forward contracts generally have a term of no more than 12 months. The period of these contracts is directly related to the foreign transaction they are intended to hedge.

Net Investment Hedges

The Company also uses fixed-to-fixed cross currency swap agreements to hedge its net investments in foreign operations against future volatility in the exchange rates between its U.S. Dollars and these foreign currencies. The Company has elected the spot method of designating these contracts under ASU 2017-12 and has designated these contracts as net investment hedges. The net gain or (loss) on the net investment hedge is reported within foreign currency translation gains and losses ("CTA"), as a component of accumulated other comprehensive (loss) income on the Company's consolidated balance sheets. Interest accruals and coupon payments are recognized directly in interest expense in the Company's statement of operations and comprehensive (loss) income. Upon discontinuation of a hedge, all previously recognized amounts remain in CTA until the net investment is sold, diluted or liquidated.

Interest Rate Swap Agreements

The Company also uses interest rate swap agreements to hedge the variability of its cash flows resulting from floating interest rates on the Company's borrowings. When an interest rate swap agreement qualifies for hedge accounting as a cash flow hedge, the changes in the fair value are recorded in equity as a component of accumulated other comprehensive (loss) income and are reclassified into interest expense in the same period during which the hedged transactions affect earnings.

Leases

On March 31, 2019, the Company adopted ASU 2016-02, "Leases (Topic 842)," which requires lessees to recognize a lease liability and a right-of-use asset on the balance sheet for all leases, except certain short-term leases. The Company adopted the new standard recognizing a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption without restating the comparative prior year periods.

The Company leases retail stores, office space and warehouse space under operating lease agreements that expire at various dates through September 2043. The Company's leases generally have terms of up to 10 years, generally require a fixed annual rent and may require the payment of additional rent if store sales exceed a negotiated amount. Although most of the Company's equipment is owned, the Company has limited equipment leases that expire on various dates through June 2024. The Company acts as sublessor in certain leasing arrangements, primarily related to closed stores under its restructuring activities, as discussed in Note 8. Fixed sublease payments received are recognized on a straight-line basis over the sublease term. The Company determines the sublease term based on the date it provides possession to the subtenant through the expiration date of the sublease.

The Company recognizes operating lease right-of-use assets and lease liabilities at lease commencement date, based on the present value of fixed lease payments over the expected lease term. The Company uses its incremental borrowing rates to determine the present value of fixed lease payments based on the information available at the lease commencement date, as the rate implicit in the lease is not readily determinable for the Company's leases. The Company's incremental borrowing rates are based on the term of the leases, the economic environment of the leases and reflect the expected interest rate it would incur to borrow on a secured basis. Certain leases include one or more renewal options, generally for the same period as the initial term of the lease. The exercise of lease renewal options is generally at the Company's sole discretion and as such, the Company typically determines that exercise of these renewal options is not reasonably certain. As a result, the Company generally does not include the renewal option period in the expected lease term and the associated lease payments are not included in the measurement of the operating lease right-of-use asset and lease liability. Certain leases also contain termination options with an associated penalty. Generally, the Company is reasonably certain not to exercise these options and as such, they are not included in the determination of the expected lease term. The Company recognizes operating lease expense on a straight-line basis over the lease term.

Leases with an initial lease term of 12 months or less are not recorded on the balance sheet. The Company recognizes lease expense for its short-term leases on a straight-line basis over the lease term.

The Company's leases generally provide for payments of non-lease components, such as common area maintenance, real estate taxes and other costs associated with the leased property. The Company accounts for lease and non-lease components of its real estate leases together as a single lease component and, as such, includes fixed payments of non-lease components in the measurement of the operating lease right-of-use assets and lease liabilities for its real estate leases. Variable lease payments, such as percentage rentals based on location sales, periodic adjustments for inflation, reimbursement of real estate taxes, any variable common area maintenance and any other variable costs associated with the leased property are expensed as incurred as variable lease costs and are not recorded on the balance sheet. The Company's lease agreements do not contain any material residual value guarantees or material restrictions or covenants.

The following table presents the Company's supplemental cash flow information related to leases (in millions):

	Three Months Ended June 27, 2020	Three Months Ended June 29, 2019
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows used in operating leases	$ 40 (1)	$ 120

(1) Operating cash flows used in operating leases for the three months ended June 27, 2020 reflect $85 million of rent payments that have been deferred due to the COVID-19 pandemic.

During the three months ended June 27, 2020 and June 29, 2019, the Company recorded sublease income of $2 million and $1 million, respectively, within selling, general, and administrative expenses. During the three months ended June 27, 2020, the Company recorded $15 million in rent relief for rent concessions negotiated in connection with COVID-19 as if it were contemplated as part of the existing contract, and these concessions are recorded as variable lease costs within selling, general and administrative expenses.

Net (Loss) Income per Share

The Company's basic net (loss) income per ordinary share is calculated by dividing net (loss) income by the weighted average number of ordinary shares outstanding during the period. Diluted net (loss) income per ordinary share reflects the potential dilution that would occur if share option grants or any other potentially dilutive instruments, including restricted shares and restricted share units ("RSUs"), were exercised or converted into ordinary shares. These potentially dilutive securities are included in diluted shares to the extent they are dilutive under the treasury stock method for the applicable periods. Performance-based RSUs are included in diluted shares if the related performance conditions are considered satisfied as of the end of the reporting period and to the extent they are dilutive under the treasury stock method.

The components of the calculation of basic net (loss) income per ordinary share and diluted net loss per ordinary share are as follows (in millions, except share and per share data):

	Three Months Ended	
	June 27, 2020	June 29, 2019
Numerator:		
Net (loss) income attributable to Capri	$ (180)	$ 45
Denominator:		
Basic weighted average shares	149,556,310	151,049,572
Weighted average dilutive share equivalents:		
Share options and restricted shares/units, and performance restricted share units	—	1,284,581
Diluted weighted average shares	149,556,310	152,334,153
Basic net (loss) income per share [1]	$ (1.21)	$ 0.30
Diluted net (loss) income per share [1]	$ (1.21)	$ 0.30

[1] Basic and diluted net (loss) income per share are calculated using unrounded numbers.

Share equivalents of 5,388,905 and 2,374,578 for the three months ended June 27, 2020 and June 29, 2019, respectively, have been excluded from the above calculations due to their anti-dilutive effect.

Diluted net loss per share attributable to Capri for the three months ended June 27, 2020 excluded all potentially dilutive securities because there was a net loss attributable to Capri for the period and, as such, the inclusion of these securities would have been anti-dilutive.

See Note 2 in the Company's Annual Report on Form 10-K for the fiscal year ended March 28, 2020 for a complete disclosure of the Company's significant accounting policies.

Recently Adopted Accounting Pronouncements

Measurement of Credit Losses on Financial Instruments

On March 29, 2020, the Company adopted ASU No. 2016-13, "Measurement of Credit Losses on Financial Instruments" ("ASU 2016-13"), which amends the guidance on measuring credit losses for certain financial assets measured at amortized cost, including trade receivables. The Financial Accounting Standards Board has subsequently issued several updates to the standard, providing additional guidance on certain topics covered by the standard. This update requires entities to recognize an allowance for credit losses using a forward-looking expected loss impairment model, taking into consideration historical experience, current conditions and supportable forecasts that impact collectibility. The adoption of this update did not have a material impact on the Company's consolidated financial statements.

Implementation Costs Associated with Cloud Computing Arrangements

On March 29, 2020, the Company adopted ASU No. 2018-15, “Intangibles – Goodwill and Other – Internal-Use Software: Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract" ("ASU 2018-15"), which provides guidance related to the accounting for implementation costs incurred in a cloud computing arrangement that is a service contract. The guidance aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software and hosting arrangements that include an internal-use software license. The adoption of this update did not have a material impact on the Company's consolidated financial statements.

Recently Issued Accounting Pronouncements

The Company has considered all new accounting pronouncements and have concluded that there are no new pronouncements that may have a material impact on our results of operations, financial condition or cash flows based on current information.

3. Revenue Recognition

The Company accounts for contracts with its customers when there is approval and commitment from both parties, the rights of the parties and payment terms have been identified, the contract has commercial substance and collectability of consideration is probable. Revenue is recognized when control of the promised goods or services is transferred to the Company’s customers in an amount that reflects the consideration the Company expects to be entitled to in exchange for goods or services.

The Company sells its products through three primary channels of distribution: retail, wholesale and licensing. Within the retail and wholesale channels, substantially all of the Company’s revenues consist of sales of products that represent a single performance obligation, where control transfers at a point in time to the customer. For licensing arrangements, royalty and advertising revenue is recognized over time based on access provided to the Company’s brands.

The Company has chosen to utilize the exemption allowing it not to disclose the amount of the transaction price allocated to the remaining performance obligations that have an expected duration of twelve months or less.

Retail

The Company generates sales through directly operated stores and e-commerce throughout the Americas (U.S., Canada and Latin America), EMEA (Europe, Middle East and Africa) and certain parts of Asia.

Gift Cards. The Company sells gift cards that can be redeemed for merchandise, resulting in a contract liability upon issuance. Revenue is recognized when the gift card is redeemed or upon “breakage” for the estimated portion of gift cards that are not expected to be redeemed. “Breakage” revenue is calculated under the proportional redemption methodology, which considers the historical patterns of redemption in jurisdictions where the Company is not required to remit the value of the unredeemed gift cards as unclaimed property. The contract liability related to gift cards, net of estimated “breakage,” of $11 million as of both June 27, 2020 and March 28, 2020, is included in accrued expenses and other current liabilities in the Company’s consolidated balance sheet.

Loyalty Program. The Company offers a loyalty program, which allows its Michael Kors U.S. customers to earn points on qualifying purchases toward monetary and non-monetary rewards, which may be redeemed for purchases at Michael Kors retail stores and e-commerce sites. The Company defers a portion of the initial sales transaction based on the estimated relative fair value of the benefits based on projected timing of future redemptions and historical activity. These amounts include estimated “breakage” for points that are not expected to be redeemed. The contract liability, net of an estimated “breakage,” of $2 million as of both June 27, 2020 and March 28, 2020, is recorded as a reduction to revenue in the consolidated statements of operations and comprehensive (loss) income and within accrued expenses and other current liabilities in the Company’s consolidated balance sheet and is expected to be recognized within the next 12 months.

Wholesale

The Company's products are sold primarily to major department stores, specialty stores and travel retail shops throughout the Americas, EMEA and Asia. The Company also has arrangements where its products are sold to geographic licensees in certain parts of EMEA, Asia and South America.

Licensing

The Company provides its third-party licensees with the right to access its Versace, Jimmy Choo and Michael Kors trademarks under product and geographic licensing arrangements. Under geographic licensing arrangements, third party licensees receive the right to distribute and sell products bearing the Company's trademarks in retail and/or wholesale channels within certain geographical areas, including Brazil, the Middle East, Eastern Europe, South Africa, certain parts of Asia and Australia.

The Company recognizes royalty revenue and advertising contributions based on the percentage of sales made by the licensees. Generally the Company's guaranteed minimum royalty amounts due from licensees relate to contractual periods that do not exceed 12 months, however, some of our guaranteed minimums for Versace are multi-year based. As of June 27, 2020, contractually guaranteed minimum fees from our license agreements expected to be recognized as revenue during future periods were as follows (in millions):

	Contractually Guaranteed Minimum Fees
Remainder of Fiscal 2021	$ 19
Fiscal 2022	27
Fiscal 2023	23
Fiscal 2024	20
Fiscal 2025	17
Fiscal 2026 and thereafter	82
Total	$ 188

Sales Returns

The refund liability recorded as of June 27, 2020 and March 28, 2020 was $35 million and $37 million, respectively, and the related asset for the right to recover returned product as of June 27, 2020 and March 28, 2020 was $10 million and $14 million, respectively.

Contract Balances

Total contract liabilities were $21 million and $22 million as of June 27, 2020 and March 28, 2020, respectively. For the three months ended June 27, 2020, the Company recognized $3 million in revenue which related to contract liabilities that existed at March 28, 2020. For the three months ended June 29, 2019, the Company recognized $14 million in revenue which related to contract liabilities that existed at March 30, 2019. There were no contract assets recorded as of June 27, 2020 and March 28, 2020.

There were no changes in historical variable consideration estimates that were materially different from actual results.

Disaggregation of Revenue

The following table presents the Company's segment revenues disaggregated by geographic location (in millions):

	Three Months Ended	
	June 27, 2020	June 29, 2019
Versace revenue - the Americas	$ 15	$ 44
Versace revenue - EMEA	27	92
Versace revenue - Asia	51	71
Total Versace	93	207
Jimmy Choo revenue - the Americas	6	30
Jimmy Choo revenue - EMEA	16	79
Jimmy Choo revenue - Asia	29	49
Total Jimmy Choo	51	158
Michael Kors revenue - the Americas	156	655
Michael Kors revenue - EMEA	79	189
Michael Kors revenue - Asia	72	137
Total Michael Kors	307	981
Total revenue - the Americas	177	729
Total revenue - EMEA	122	360
Total revenue - Asia	152	257
Total revenue	$ 451	$ 1,346

See Note 3 in the Company's Annual Report on Form 10-K for the fiscal year ended March 28, 2020 for a complete disclosure of the Company's revenue recognition policy.

4. Receivables, net

Receivables, net, consist of (in millions):

	June 27, 2020	March 28, 2020
Trade receivables [(1)]	$ 263	$ 432
Receivables due from licensees	21	14
	284	446
Less: allowances	(101)	(138)
	$ 183	$ 308

(1) As of June 27, 2020 and March 28, 2020, $56 million and $80 million, respectively, of trade receivables were insured.

Receivables are presented net of allowances for discounts, markdowns, operational chargebacks and doubtful accounts. Discounts are based on open invoices where trade discounts have been extended to customers. Markdowns are based on wholesale customers' sales performance, seasonal negotiations with customers, historical deduction trends and an evaluation of current market conditions. Operational chargebacks are based on deductions taken by customers, net of expected recoveries. Such provisions, and related recoveries, are reflected in revenues.

The Company's allowance for doubtful accounts is determined through analysis of periodic aging of receivables that are not covered by insurance and assessments of collectability based on an evaluation of historic and anticipated trends, the financial condition of the Company's customers and the impact of general economic conditions. The past due status of a receivable is based on its contractual terms. Amounts deemed uncollectible are written off against the allowance when it is probable the amounts will not be recovered. Allowance for doubtful accounts was $31 million and $39 million as of June 27, 2020 and March 28, 2020, respectively, including the impact related to COVID-19. The Company had a credit loss of $(6) million for the three months ended June 27, 2020. All other periods presented were immaterial.

5. Property and Equipment, net

Property and equipment, net, consists of (in millions):

	June 27, 2020	March 28, 2020
Leasehold improvements	$ 706	$ 704
Computer equipment and software	342	329
Furniture and fixtures	332	329
In-store shops	236	236
Equipment	137	136
Building	49	49
Land	19	19
	1,821	1,802
Less: accumulated depreciation and amortization	(1,343)	(1,310)
	478	492
Construction-in-progress	63	69
	$ 541	$ 561

Depreciation and amortization of property and equipment for the three months ended June 27, 2020 and June 29, 2019 was $43 million and $47 million, respectively. During the three months ended June 27, 2020, the Company did not record any property and equipment impairment charges. During the three months ended June 29, 2019, the Company recorded property and equipment impairment charges of $13 million, $11 million of which related to determining asset groups for the Company's premier store locations at an individual store level (see Note 11 for additional information).

6. Intangible Assets and Goodwill

The following table details the carrying values of the Company's intangible assets and goodwill (in millions):

	June 27, 2020	March 28, 2020
Definite-lived intangible assets:		
Reacquired Rights	$ 400	$ 400
Trademarks	23	23
Customer Relationships	404	404
Total definite-lived intangible assets	827	827
Less: accumulated amortization	(144)	(132)
Net definite-lived intangible assets	683	695
Indefinite-lived intangible assets:		
Jimmy Choo brand (1)	364	367
Versace brand (2)	930	924
	1,294	1,291
Total intangible assets, excluding goodwill	$ 1,977	$ 1,986
Goodwill (3)	$ 1,490	$ 1,488

(1) Includes an accumulated impairment loss of $180 million recorded during the fourth quarter of Fiscal 2020. The change in the carrying value since March 28, 2020 reflects currency translation.

(2) The change in the carrying value since March 28, 2020 reflects currency translation.

(3) Includes an accumulated impairment loss of $171 million related to the Jimmy Choo retail and licensing reporting units recorded during the fourth quarter of Fiscal 2020. The change in the carrying value since March 28, 2020 reflects currency translation.

Amortization expense for the Company's definite-lived intangible assets for the three months ended June 27, 2020 and June 29, 2019 was $11 million and $13 million, respectively. There were no goodwill or definite-lived and indefinite-lived intangible asset impairment charges recorded during any of the periods presented.

7. Current Assets and Current Liabilities

Prepaid expenses and other current assets consist of the following (in millions):

	June 27, 2020	March 28, 2020
Prepaid taxes	$ 95	$ 116
Prepaid contracts	15	17
Other accounts receivables	12	10
Other	29	24
	$ 151	$ 167

Accrued expenses and other current liabilities consist of the following (in millions):

	June 27, 2020	March 28, 2020
Other taxes payable	$ 51	$ 38
Return liabilities	35	37
Accrued capital expenditures	20	31
Accrued rent [1]	18	10
Accrued advertising and marketing	6	9
Gift cards and retail store credits	11	11
Professional services	9	10
Restructuring liability	14	9
Accrued litigation	11	10
Other	68	76
	$ 243	$ 241

[1] The accrued rent balance relates to variable lease payments.

8. Restructuring and Other Charges

Capri Retail Store Optimization Program

As previously announced, the Company intends to close approximately 170 of its retail stores over the next two fiscal years (Fiscal 2021 and Fiscal 2022) in connection with its Capri Retail Store Optimization Program in order to improve the profitability of its retail store fleet. In addition, the Company expects to incur approximately $75 million of one-time costs related to this program, including lease termination and other store closure costs, the majority of which are expected to result in future cash expenditures.

During the three months ended June 27, 2020, the Company closed 28 of its retail stores which have been incorporated into the Capri Retail Store Optimization Program. Net restructuring charges recorded in connection with the Capri Retail Store Optimization Program during the three months ended June 27, 2020 were $3 million.

Michael Kors Retail Fleet Optimization Plan

During the three months ended June 29, 2019, the Company incurred charges of $1 million relating to the Michael Kors Retail Fleet Optimization Plan, which was completed during the fourth quarter of Fiscal 2020.

Other Restructuring Charges

In addition to the restructuring charges related to the Michael Kors Retail Fleet Optimization Plan, the Company incurred charges of $2 million relating to Jimmy Choo lease-related charges during the three months ended June 29, 2019.

Other Costs

During the three months ended June 27, 2020, the Company recorded costs of $5 million, primarily related to equity awards associated with the acquisition of Versace.

During the three months ended June 29, 2019, the Company recorded costs of $12 million, which included $7 million in connection with the acquisition of Versace and $5 million in connection with the Jimmy Choo acquisition.

9. Debt Obligations

The following table presents the Company’s debt obligations (in millions):

	June 27, 2020	March 28, 2020
Term Loan	$ 991	$ 1,015
Revolving Credit Facilities	333	720
4.000% Senior Notes due 2024	450	450
Other	4	3
Total debt	1,778	2,188
Less: Unamortized debt issuance costs	9	8
Less: Unamortized discount on long-term debt	1	1
Total carrying value of debt	1,768	2,179
Less: Short-term debt	191	167
Total long-term debt	$ 1,577	$ 2,012

Senior Unsecured Revolving Credit Facility

On June 25, 2020, the Company entered into the second amendment (the “Second Amendment”) to its third amended and restated senior unsecured credit facility, dated as of November 15, 2018 (the “2018 Credit Facility”), with, among others, JPMorgan Chase Bank, N.A., as administrative agent. Pursuant to the Second Amendment, the obligations under the 2018 Credit Facility will be secured by liens on substantially all of the assets of the Company and its U.S. subsidiaries that are borrowers and guarantors, subject to certain exceptions, and substantially all of the registered intellectual property of the Company and its subsidiaries. This requirement for collateral will fall away if the Company achieves an investment grade ratings requirement for two consecutive full fiscal quarters. The Amendment adds a restriction on the disposition of assets and a requirement to prepay the term loans with certain net cash proceeds of non-ordinary course asset sales, subject to certain exceptions and a reinvestment option with respect to up to $100 million of net cash proceeds in the aggregate.

Pursuant to the Second Amendment, the financial covenant in the Company's 2018 Credit Facility requiring it to maintain a ratio of the sum of total indebtedness plus the capitalized amount of all operating lease obligations for the last four fiscal quarters to Consolidated EBITDAR of no greater than 3.75 to 1.0 has been waived through the fiscal quarter ending June 26, 2021. When this financial covenant is reinstated, the applicable ratio will be calculated net of the Company's unrestricted cash and cash equivalents in excess of $100 million and shall exclude up to $150 million of supply chain financings, and the maximum permitted net leverage ratio will be 4.00 to 1.0. In addition, until March 31, 2021, the material adverse change representation required to be made in connection with revolving borrowings and the issuance or amendment of letters of credit will be modified to disregard certain COVID-19 pandemic-related impacts to the business, results of operations or financial condition of the Company and its subsidiaries, taken as a whole. The Second Amendment also requires the Company, during the period from June 25, 2020 until it delivers its financial statements with respect to the fiscal quarter ending June 26, 2021, to maintain at all times unrestricted cash and cash equivalents plus the aggregate undrawn amounts under the revolving facilities under the 2018 Credit Facility of not less than $300 million, increasing to $400 million on October 1, 2020 and $500 million on December 1, 2020.

The 2018 Credit Facility and the Indenture governing the Company's senior notes contain certain restrictive covenants that impose operating and financial restrictions on the Company, and the Second Amendment imposes incremental restrictions on certain of these covenants during the covenant relief period provided under the 2018 Credit Facility, including restrictions on its ability to incur additional indebtedness and guarantee indebtedness, pay dividends or make other distributions or repurchase or redeem capital stock, make loans and investments, including acquisitions, sell assets, incur liens, enter into transactions with affiliates and consolidate, merge or sell all or substantially all of its assets.

In addition, the Second Amendment adds a new $230 million revolving line of credit that matures on June 24, 2021 (the “364 Day Facility”). The terms of the 364 Day Facility are substantially similar to the terms of the existing revolving facility under the 2018 Credit Facility except that (i) no letters of credit or swingline loans are provided and (ii) for loans subject to Adjusted LIBOR, the applicable margin is 225 basis points per annum, for loans subject to the base rate the applicable margin is 125 basis points per annum and the commitment fee is 35 basis points per annum. In addition, while the 364 Day Facility is outstanding, (i) if the Company incurs any incremental indebtedness under the 2018 Credit Facility or certain permitted indebtedness in lieu of such incremental indebtedness, the 364 Day Facility will be reduced on a dollar for dollar basis and the Company will be required to make corresponding prepayments and (ii) the Company will be required to prepay amounts outstanding under the 364 Day Facility on a weekly basis to the extent that cash and cash equivalents of the Company and its subsidiaries exceed $200 million.

The Second Amendment also permits certain working capital facilities between the Company or any of its subsidiaries with a lender or an affiliate of a lender under the 2018 Credit Facility to be guaranteed under the 2018 Credit Facility guarantees and certain supply chain financings with, and up to $50 million outstanding principal amount of bilateral letters of credit and bilateral bank guarantees issued by a lender or an affiliate of a lender to be guaranteed and secured under the 2018 Credit Facility guarantees and collateral documents.

As of June 27, 2020 and the date these financial statements were issued, the Company was in compliance with all covenants related to the 2018 Credit Facility as amended by the Second Amendment.

As of June 27, 2020 and March 28, 2020, the Company had borrowings of $270 million and $681 million, respectively, outstanding under the 2018 Revolving Credit Facility, which were recorded within long-term debt in its consolidated balance sheets. In addition, stand-by letters of credit of $22 million were outstanding as of June 27, 2020. At June 27, 2020, the amount available for future borrowings under the 2018 Revolving Credit Facility was $938 million. As of June 27, 2020 and March 28, 2020, the carrying value of borrowings outstanding under the 2018 Term Loan Facility was $985 million and $1.010 billion, respectively, of which $128 million was recorded within short-term debt for both periods and $857 million and $882 million, respectively, was recorded within long-term debt in its consolidated balance sheets.

See Note 12 to the Company’s Fiscal 2020 Annual Report on Form 10-K for additional information regarding the Company’s credit facilities and debt obligations.

10. Commitments and Contingencies

In the ordinary course of business, the Company is party to various legal proceedings and claims. Although the outcome of such items cannot be determined with certainty, the Company’s management does not believe that the outcome of all pending legal proceedings in the aggregate will have a material adverse effect on its cash flow, results of operations or financial position.

Please refer to the *Contractual Obligations and Commercial Commitments* disclosure within the *Liquidity* section of the Company’s Annual Report on Form 10-K for the fiscal year ended March 28, 2020 for a detailed disclosure of other commitments and contractual obligations as of March 28, 2020.

11. Fair Value Measurements

Financial assets and liabilities are measured at fair value using the three-level valuation hierarchy for disclosure of fair value measurements. The determination of the applicable level within the hierarchy of a particular asset or liability depends on the inputs used in the valuation as of the measurement date, notably the extent to which the inputs are market-based (observable) or internally derived (unobservable). Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from independent sources. Unobservable inputs are inputs based on a company’s own assumptions about market participant assumptions based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the reliability of inputs as follows:

Level 1 – Valuations based on quoted prices in active markets for identical assets or liabilities that a company has the ability to access at the measurement date.

Level 2 – Valuations based on quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability and inputs derived principally from or corroborated by observable market data.

Level 3 – Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

At June 27, 2020 and March 28, 2020, the fair values of the Company's forward foreign currency exchange contracts and net investment hedges were determined using broker quotations, which were calculations derived from observable market information: the applicable currency rates at the balance sheet date and those forward rates particular to the contract at inception. The Company makes no adjustments to these broker obtained quotes or prices, but assesses the credit risk of the counterparty and would adjust the provided valuations for counterparty credit risk when appropriate. The fair values of the forward contracts are included in prepaid expenses and other current assets, and in accrued expenses and other current liabilities in the consolidated balance sheets, depending on whether they represent assets or liabilities to the Company. The fair values of net investment hedges are included in other assets, as detailed in Note 12.

All contracts are measured and recorded at fair value on a recurring basis and are categorized in Level 2 of the fair value hierarchy, as shown in the following table (in millions):

	Fair value at June 27, 2020 using:			Fair value at March 28, 2020 using:		
	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Derivative assets:						
Forward foreign currency exchange contracts	$ —	$ —	$ —	$ —	$ 1	$ —
Net investment hedges	—	3	—	—	3	—
Total derivative assets	$ —	$ 3	$ —	$ —	$ 4	$ —
Derivative liabilities:						
Designated interest rate swaps	$ —	$ 1	$ —	$ —	$ —	$ —

The Company's long-term debt obligations are recorded in its consolidated balance sheets at carrying values, which may differ from the related fair values. The fair value of the Company's long-term debt is estimated using external pricing data, including any available quoted market prices and based on other debt instruments with similar characteristics. Borrowings under revolving credit agreements, if outstanding, are recorded at carrying value, which approximates fair value due to the short-term nature of such borrowings. See Note 9 for detailed information relating to carrying values of the Company's outstanding debt. The following table summarizes the carrying values and estimated fair values of the Company's short- and long-term debt, based on Level 2 measurements (in millions):

	June 27, 2020		March 28, 2020	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
4.000% Senior Notes	$ 446	$ 422	$ 446	$ 443
Term Loan	$ 985	$ 817	$ 1,010	$ 957
Revolving Credit Facilities	$ 333	$ 333	$ 720	$ 720

The Company's cash and cash equivalents, accounts receivable and accounts payable, are recorded at carrying value, which approximates fair value.

Non-Financial Assets and Liabilities

The Company's non-financial assets include goodwill, intangible assets, operating lease right-of-use assets and property and equipment. Such assets are reported at their carrying values and are not subject to recurring fair value measurements. The Company's goodwill and its indefinite-lived intangible assets (Versace and Jimmy Choo brands) are assessed for impairment at least annually, while its other long-lived assets, including operating lease right-of-use assets, property and equipment and definite-lived intangible assets, are assessed for impairment whenever events or changes in circumstances indicate that the carrying amount of any such asset may not be recoverable. The fair values of these assets were determined based on Level 3 measurements using the Company's best estimates of the amount and timing of future discounted cash flows, based on historical experience, market conditions, current trends and performance expectations.

There were no impairment charges recorded during three months ended June 27, 2020. The following table details the carrying values and fair values of the Company’s assets that have been impaired during the three months ended June 29, 2019 (in millions):

	Three Months Ended June 29, 2019		
	Carrying Value Prior to Impairment	Fair Value	Impairment Charge
Operating Lease Right-of-Use Assets	$ 140	$ 56	$ 84
Property and Equipment	20	7	13
Total	$ 160	$ 63	$ 97

12. Derivative Financial Instruments

Forward Foreign Currency Exchange Contracts

The Company uses forward foreign currency exchange contracts to manage its exposure to fluctuations in foreign currency for certain of its transactions. The Company, in its normal course of business, enters into transactions with foreign suppliers and seeks to minimize risks related to certain forecasted inventory purchases by using forward foreign currency exchange contracts. The Company only enters into derivative instruments with highly credit-rated counterparties. The Company does not enter into derivative contracts for trading or speculative purposes.

Net Investment Hedges

As of June 27, 2020, the Company had one fixed-to-fixed cross-currency swap agreement with a notional amount of $44 million to hedge its net investment in Japanese Yen-denominated subsidiaries against future volatility in the exchange rate between the U.S. Dollar and Japanese Yen. Under the term of this contract, which has a maturity date of November 2024, the Company will exchange the semi-annual fixed rate payments on U.S. denominated debt for fixed rate payments of 0.89% in Japanese Yen. This contract has been designated as a net investment hedge.

When a cross-currency swap is used as a hedging instrument in a net investment hedge assessed under the spot method, the cross-currency basis spread is excluded from the assessment of hedge effectiveness and is recognized as a reduction in interest expense in the Company’s consolidated statements of operations and comprehensive (loss) income. Accordingly, the Company recorded a reduction in interest expense of $0 million and $15 million during the three months ended June 27, 2020 and June 29, 2019, respectively. This decrease from prior year reflects the Company’s early termination of certain net investment hedges related to its Euro-denominated subsidiaries during the fourth quarter of Fiscal 2020.

Interest Rate Swap

During the first quarter of Fiscal 2021, the Company entered into an interest rate swap with an initial notional amount of $500 million that will decrease to $350 million in April 2022. The swap was designated as a cash flow hedge designed to mitigate the impact of adverse interest rate fluctuations for a portion of the Company's variable-rate debt equal to the notional amount of the swap. The interest rate swap converts the one-month Adjusted LIBOR interest rate on these borrowings to a fixed interest rate of 0.237% through December 2022.

When an interest rate swap agreement qualifies for hedge accounting as a cash flow hedge, the changes in the fair value are recorded in equity as a component of accumulated other comprehensive (loss) income and are reclassified into interest expense in the same period during which the hedged transactions affect earnings.

The following table details the fair value of the Company's derivative contracts, which are recorded on a gross basis in the consolidated balance sheets as of June 27, 2020 and March 28, 2020 (in millions):

	Notional Amounts		Fair Values			
			Assets		Liabilities	
	June 27, 2020	March 28, 2020	June 27, 2020	March 28, 2020	June 27, 2020	March 28, 2020
Designated forward foreign currency exchange contracts	$ 80	$ 161	$ —	$ 1 (1)	$ —	$ —
Designated net investment hedge	44	44	3 (2)	3 (2)	—	—
Designated interest rate swaps	500	—	—	—	1 (3)	—
Total designated hedges	624	205	3	4	1	—
Undesignated derivative contracts [4]	29	—	—	—	—	—
Total	$ 653	$ 205	$ 3	$ 4	$ 1	$ —

(1) Recorded within prepaid expenses and other current assets in the Company's consolidated balance sheets.
(2) Recorded within other assets in the Company's consolidated balance sheets.
(3) Recorded within other long-term liabilities in the Company's consolidated balance sheets.
(4) Primarily includes undesignated hedges of inventory purchases.

The Company records and presents the fair values of all of its derivative assets and liabilities in its consolidated balance sheets on a gross basis, as shown in the previous table. However, if the Company were to offset and record the asset and liability balances for its derivative instruments on a net basis in accordance with the terms of its master netting arrangements, which provide for the right to set-off amounts for similar transactions denominated in the same currencies, the resulting impact as of June 27, 2020 and March 28, 2020 would be as follows (in millions):

	Forward Currency Exchange Contracts		Net Investment Hedges		Interest Rate Swaps	
	June 27, 2020	March 28, 2020	June 27, 2020	March 28, 2020	June 27, 2020	March 28, 2020
Assets subject to master netting arrangements	$ —	$ 1	$ 3	$ 3	$ —	$ —
Liabilities subject to master netting arrangements	$ —	$ —	$ —	$ —	$ 1	$ —
Derivative assets, net	$ —	$ 1	$ 3	$ 3	$ —	$ —
Derivative liabilities, net	$ —	$ —	$ —	$ —	$ 1	$ —

The Company's master netting arrangements do not require cash collateral to be pledged by the Company or its counterparties.

Changes in the fair value of the Company's forward foreign currency exchange contracts that are designated as accounting hedges are recorded in equity as a component of accumulated other comprehensive (loss) income, and are reclassified from accumulated other comprehensive (loss) income into earnings when the items underlying the hedged transactions are recognized into earnings, as a component of cost of sales within the Company's consolidated statements of operations and comprehensive (loss) income. The net gain or loss on net investment hedges are reported within foreign currency translation gains and losses ("CTA") as a component of accumulated other comprehensive (loss) income on the Company's consolidated balance sheets. Upon discontinuation of the hedge, such amounts remain in CTA until the related investment is sold or liquidated. Changes in the fair value of the Company's interest rate swaps that are designated as accounting hedges are recorded in equity as a component of accumulated other comprehensive (loss) income, and are reclassified from accumulated other comprehensive (loss) income into earnings when the items underlying the hedged transactions are recognized into earnings, as a component of interest expense within the Company's consolidated statements of operations and comprehensive (loss) income.

The following table summarizes the pre-tax impact of the gains and losses on the Company's designated forward foreign currency exchange contracts, net investment hedges and interest rate swaps (in millions):

	Three Months Ended	
	June 27, 2020	June 29, 2019
	Pre-Tax Losses Recognized in OCI	Pre-Tax Losses Recognized in OCI
Designated forward foreign currency exchange contracts	$ —	$ —
Designated net investment hedges	$ —	$ (25)
Designated interest rate swaps	$ (1)	$ —

The following table summarizes the pre-tax impact of the gains and losses within the consolidated statements of operations and comprehensive (loss) income related to the designated forward foreign currency exchange contracts for the three months ended June 27, 2020 and June 29, 2019 (in millions):

	Three Months Ended				
	Pre-Tax (Gain) Loss Reclassified from Accumulated OCI		Location of (Gain) Loss recognized	Total Cost of goods sold	
	June 27, 2020	June 29, 2019		June 27, 2020	June 29, 2019
Designated forward foreign currency exchange contracts	$ (1)	$ (3)	Cost of goods sold	$ 149	$ 512

The Company expects that substantially all of the amounts currently recorded in accumulated other comprehensive (loss) income for its forward foreign currency exchange contracts will be reclassified into earnings during the next 12 months, based upon the timing of inventory purchases and turnover.

Undesignated Hedges

During the three months ended June 27, 2020 and June 29, 2019, the net impact of changes in the fair value of undesignated forward foreign currency exchange contracts recognized within foreign currency loss (gain) in the Company's consolidated statement of operations and comprehensive (loss) income was immaterial.

13. Shareholders' Equity

Share Repurchase Program

During the first quarter of Fiscal 2021, the Company suspended its $500 million share-repurchase program in response to the continued impact of the COVID-19 pandemic. During the three months ended June 27, 2020, the Company did not purchase any shares through open market transactions under the current plan. As of June 27, 2020, the remaining availability under the Company's share repurchase program was $400 million. During the three months ended June 29, 2019, the Company did not purchase any shares through open market transactions under its previous $1.0 billion share-repurchase program, which expired on May 25, 2019. Share repurchases may be made in open market or privately negotiated transactions, subject to market conditions, applicable legal requirements, trading transactions under the Company's insider trading policy and other relevant factors. The program may be suspended or discontinued at any time.

The Company also has in place a "withhold to cover" repurchase program, which allows the Company to withhold ordinary shares from certain executive officers and directors to satisfy minimum tax withholding obligations relating to the vesting of their restricted share awards. During the three month periods ended June 27, 2020 and June 29, 2019, the Company withheld 38,119 shares and 58,304 shares, respectively, with a fair value of $1 million and $2 million, respectively, in satisfaction of minimum tax withholding obligations relating to the vesting of restricted share awards.

Accumulated Other Comprehensive (Loss) Income

The following table details changes in the components of accumulated other comprehensive (loss) income ("AOCI"), net of taxes for the three months ended June 27, 2020 and June 29, 2019, respectively (in millions):

	Foreign Currency Translation (Losses) Gains [(1)]	Net Gains (Losses) on Derivatives [(2)]	Other Comprehensive (Loss) Income Attributable to Capri
Balance at March 30, 2019	$ (73)	$ 7	$ (66)
Other comprehensive (loss) income before reclassifications	(25)	—	(25)
Less: amounts reclassified from AOCI to earnings	—	2	2
Other comprehensive (loss) income, net of tax	(25)	(2)	(27)
Balance at June 29, 2019	$ (98)	$ 5	$ (93)
Balance at March 28, 2020	$ 72	$ 3	$ 75
Other comprehensive (loss) income before reclassifications	(3)	—	(3)
Less: amounts reclassified from AOCI to earnings	—	1	1
Other comprehensive (loss) income, net of tax	(3)	(1)	(4)
Balance at June 27, 2020	$ 69	$ 2	$ 71

(1) Foreign currency translation gains and losses for the three months ended June 27, 2020 include net gains of $1 million on intra-entity transactions that are of a long-term investment nature. Foreign currency translation gains and losses for the three months ended June 29, 2019 include net gains of $3 million on intra-entity transactions that are of a long-term investment nature, a $28 million translation gain relating to the Versace business and a $21 million loss, net of taxes of $4 million, relating to the Company's net investment hedges.

(2) Reclassified amounts relate to the Company's forward foreign currency exchange contracts for inventory purchases and are recorded within cost of goods sold in the Company's consolidated statements of operations and comprehensive (loss) income. All tax effects were not material for the periods presented.

14. Share-Based Compensation

The Company issues equity grants to certain employees and directors of the Company at the discretion of the Company's Compensation and Talent Committee. The Company has two equity plans, one stock option plan adopted in Fiscal 2008 (as amended and restated, the "2008 Plan"), and the Omnibus Incentive Plan adopted in the third fiscal quarter of Fiscal 2012 and amended and restated with shareholder approval in May 2015 (the "Incentive Plan"). The 2008 Plan only provided for grants of share options and was authorized to issue up to 23,980,823 ordinary shares. As of June 27, 2020, there were no shares available to grant equity awards under the 2008 Plan. The Incentive Plan allows for grants of share options, restricted shares and RSUs, and other equity awards, and authorizes a total issuance of up to 15,246,000 ordinary shares. At June 27, 2020, there were 1,554,923 ordinary shares available for future grants of equity awards under the Incentive Plan. Option grants issued from the 2008 Plan generally expire ten years from the date of the grant, and those issued under the Incentive Plan generally expire seven years from the date of the grant.

The following table summarizes the Company's share-based compensation activity during the three months ended June 27, 2020:

	Options	Service-Based RSUs	Performance-Based RSUs
Outstanding/Unvested at March 28, 2020	2,071,096	4,311,683	772,172
Granted	—	1,772,553	—
Exercised/Vested	—	(850,621)	(102,078)
Change due to performance condition	—	—	5,926
Canceled/forfeited	(363,087)	(152,289)	(131,107)
Outstanding/Unvested at June 27, 2020	1,708,009	5,081,326	544,913

The weighted average grant date fair value of service-based RSUs granted during the three months ended June 27, 2020 was $16.24. The weighted average grant date fair value of service-based and performance-based RSUs granted during the three months ended June 29, 2019 was $33.90 and $33.86, respectively.

Share-Based Compensation Expense

The following table summarizes compensation expense attributable to share-based compensation for the three months ended June 27, 2020 and June 29, 2019 (in millions):

	Three Months Ended	
	June 27, 2020	June 29, 2019
Share-based compensation expense	$ 24	$ 28
Tax benefit related to share-based compensation expense	$ 5	$ 5

Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The Company estimates forfeitures based on its historical forfeiture rates. The estimated value of future forfeitures for equity grants as of June 27, 2020 is approximately $13 million.

See Note 17 in the Company's Fiscal 2020 Annual Report on Form 10-K for additional information relating to the Company's share-based compensation awards.

15. Income Taxes

The Company's effective tax rate for the three months ended June 27, 2020 was (2.9)%. Such rate differs from the United Kingdom ("U.K.") federal statutory rate of 17% primarily due to the existence of a valuation allowance on a portion of our consolidated pre-tax loss and a tax detriment related to share-based compensation. These decreases were partially offset by the favorable effects related to global financing activities. The global financing activities are related to the Company's 2014 move of its principal executive office from Hong Kong to the U.K. and decision to become a U.K. tax resident. In connection with this decision, the Company funded its international growth strategy through intercompany debt financing arrangements between certain of our U.S., U.K. and Switzerland subsidiaries in December 2015. Due to the difference in the statutory income tax rates between these jurisdictions, the Company realized a higher effective tax rate on the consolidated pre-tax loss.

The Company's effective tax rate for the three months ended June 29, 2019 was 11.8%. Such rate differed from the United Kingdom ("U.K.") federal statutory rate of 19% primarily due to the favorable effects of global financing arrangements and net tax benefits in the US and Europe that related to prior tax year positions. These decreases in the effective tax rate for the three months ended June 29, 2019 were partially offset by tax deficits related to share-based compensation awards.

16. Segment Information

The Company operates its business through three operating segments—Versace, Jimmy Choo and Michael Kors, which are based on its business activities and organization. The reportable segments are segments of the Company for which separate financial information is available and for which operating results are evaluated regularly by the Company's chief operating decision maker ("CODM") in deciding how to allocate resources, as well as in assessing performance. The primary key performance indicators are revenue and operating income for each segment. The Company's reportable segments represent components of the business that offer similar merchandise, customer experience and sales/marketing strategies.

The Company's three reportable segments are as follows:

- Versace — segment includes revenue generated through the sale of Versace luxury ready-to-wear, accessories, footwear and home furnishings through directly operated Versace boutiques throughout North America (United States and Canada), EMEA and certain parts of Asia, as well as through Versace outlet stores and e-commerce sites. In addition, revenue is generated through wholesale sales to distribution partners (including geographic licensing arrangements that allow third parties to use the Versace trademarks in connection with retail and/or wholesale sales of Versace branded products in specific geographic regions), multi-brand department stores and specialty stores worldwide, as well as through product license agreements in connection with the manufacturing and sale of jeans, fragrances, watches, jewelry and eyewear.

- Jimmy Choo — segment includes revenue generated through the sale of Jimmy Choo luxury footwear, handbags and small leather goods through directly operated Jimmy Choo retail and outlet stores throughout the Americas, EMEA and certain parts of Asia, through its e-commerce sites, as well as through wholesale sales of luxury goods to distribution partners (including geographic licensing arrangements that allow third parties to use the Jimmy Choo trademarks in connection with retail and/or wholesale sales of Jimmy Choo branded products in specific geographic regions), multi-brand department stores and specialty stores worldwide. In addition, revenue is generated through product licensing agreements, which allow third parties to use the Jimmy Choo brand name and trademarks in connection with the manufacturing and sale of fragrances, sunglasses and eyewear.

- Michael Kors — segment includes revenue generated through the sale of Michael Kors products through four primary Michael Kors retail store formats: "Collection" stores, "Lifestyle" stores (including concessions), outlet stores and e-commerce sites, through which the Company sells Michael Kors products, as well as licensed products bearing the Michael Kors name, directly to the end consumer throughout the Americas, Europe and certain parts of Asia. The Company also sells Michael Kors products directly to department stores, primarily located across the Americas and Europe, to specialty stores and travel retail shops, and to its geographic licensees. In addition, revenue is generated through product and geographic licensing arrangements, which allow third parties to use the Michael Kors brand name and trademarks in connection with the manufacturing and sale of products, including watches, jewelry, fragrances and eyewear.

In addition to these reportable segments, the Company has certain corporate costs that are not directly attributable to its brands and, therefore, are not allocated to segments. Such costs primarily include certain administrative, corporate occupancy, and information systems expenses, including enterprise resource planning system implementation costs. In addition, certain other costs are not allocated to segments, including restructuring and other charges (including transition costs related to the Company's recent acquisitions), impairment costs and COVID-19 related charges. The segment structure is consistent with how the Company's CODM plans and allocates resources, manages the business and assesses performance. All intercompany revenues are eliminated in consolidation and are not reviewed when evaluating segment performance.

The following table presents the key performance information of the Company’s reportable segments (in millions):

	Three Months Ended	
	June 27, 2020	June 29, 2019
Total revenue:		
Versace	$ 93	$ 207
Jimmy Choo	51	158
Michael Kors	307	981
Total revenue	$ 451	$ 1,346
(Loss) income from operations:		
Versace	$ (41)	$ (3)
Jimmy Choo	(29)	11
Michael Kors	(48)	201
Total segment income from operations	(118)	209
Less: Corporate expenses	(31)	(33)
Restructuring and other charges	(8)	(15)
Impairment of assets	—	(97)
COVID-19 related charges [(1)]	(5)	—
Total (loss) income from operations	$ (162)	$ 64

[(1)] COVID-19 related charges primarily related to severance costs, partially offset by a credit loss of $(6) million.

Depreciation and amortization expense for each segment are as follows (in millions):

	Three Months Ended	
	June 27, 2020	June 29, 2019
Depreciation and amortization:		
Versace	$ 13	$ 14
Jimmy Choo	7	8
Michael Kors	34	38
Total depreciation and amortization	$ 54	$ 60

Total revenue (based on country of origin) by geographic location are as follows (in millions):

	Three Months Ended	
	June 27, 2020	June 29, 2019
Total revenue:		
The Americas [(1)]	$ 177	$ 729
EMEA	122	360
Asia	152	257
Total revenue	$ 451	$ 1,346

[(1)] Total revenue earned in the U.S. were $161 million for the three months ended June 27, 2020 and $681 million for the three months ended June 29, 2019, respectively.

As of June 27, 2020 and March 28, 2020, the Company's total assets were $7.533 billion and $7.946 billion, respectively. The decrease in total assets was primarily due to the reduction of the Company's cash and cash equivalents from $592 million as of March 28, 2020 to $207 million as of June 27, 2020, due to net payments the Company made to lower the outstanding balance of its Revolving Credit Facilities.

17. Subsequent Events

Net Investment Hedges

During the second quarter of Fiscal 2021, the Company entered into multiple fixed-to-fixed cross currency swap agreements with an aggregate notional amount of $1 billion to hedge its net investments in Euro-denominated subsidiaries against future volatility in the exchange rates between the U.S. Dollar and the Euro. These contracts have been designated as net investment hedges.

ITEM 2.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following Management's Discussion and Analysis ("MD&A") of our Financial Condition and Results of Operations should be read in conjunction with the consolidated financial statements and notes thereto included as part of this interim report. 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 herein, 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 include the effect of the COVID-19 pandemic and its potential material and significant impact on the Company's future financial and operational results if retail stores are forced to close again and the pandemic is prolonged, including that our estimates could materially differ if the severity of the COVID-19 situation worsens, the length and severity of such outbreak across the globe and the pace of recovery following the COVID-19 pandemic, levels of cash flow and future availability of credit, compliance with restrictive covenants under the Company's credit agreement, the Company's ability to integrate successfully and to achieve anticipated benefits of any acquisition; the risk of disruptions to the Company's businesses; the negative effects of events on the market price of the Company's ordinary shares and its operating results; significant transaction costs; unknown liabilities; the risk of litigation and/or regulatory actions related to the Company's businesses; fluctuations in demand for the Company's products; levels of indebtedness (including the indebtedness incurred in connection with acquisitions); the timing and scope of future share buybacks, which may be made in open market or privately negotiated transactions, and are subject to market conditions, applicable legal requirements, trading restrictions under the Company's insider trading policy and other relevant factors, and which share repurchases may be suspended or discontinued at any time, the level of other investing activities and uses of cash; changes in consumer traffic and retail trends; loss of market share and industry competition; fluctuations in the capital markets; fluctuations in interest and exchange rates; the occurrence of unforeseen epidemics and pandemics, disasters or catastrophes; political or economic instability in principal markets; adverse outcomes in litigation; and general, local and global economic, political, business and market conditions, as well as those risks set forth in Item 1A. "Risk Factors" in our Annual Report on Form 10-K for the year ended March 28, 2020, filed with the Securities and Exchange Commission on July 8, 2020.

Overview

Our Business

Capri Holdings Limited is a global fashion luxury group, consisting of iconic brands that are industry leaders in design, style and craftsmanship, led by a world-class management team and renowned designers. Our 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. Our goal is to continue to extend the global reach of our brands while ensuring that they maintain their independence and exclusive DNA.

Our Versace brand has long been recognized as one of the world's leading international fashion design houses and is synonymous with Italian glamour and style. Founded in 1978 in Milan, Versace is known for its iconic and unmistakable style and unparalleled craftsmanship, over the past several decades the House of Versace has grown globally from its roots in haute couture, expanding into the design, manufacturing, distribution and retailing of ready-to-wear, accessories, footwear, eyewear, watches, jewelry, fragrance and home furnishings businesses. Versace's design team is led by Donatella Versace, who has been the brand's artistic director for over 20 years. Versace distributes its products through a worldwide distribution network, which includes boutiques in some of the world's most glamorous cities, its e-commerce site, as well as through the most prestigious department and specialty stores worldwide.

Our Jimmy Choo brand offers a distinctive, glamorous and fashion-forward product range, enabling it to develop into a leading global luxury accessories brand, whose core product offering is women's luxury shoes, complemented by accessories, including handbags, small leather goods, scarves and belts, as well as a growing men's luxury shoes and accessory business. In addition, certain categories, such as fragrances, sunglasses and eyewear are produced under licensing agreements. Jimmy Choo's design team is led by Sandra Choi, who has been the Creative Director for the brand since its inception in 1996. Jimmy Choo products are unique, instinctively seductive and chic. The brand offers classic and timeless luxury products, as well as innovative products that are intended to set and lead fashion trends. Jimmy Choo is represented through its global store network, its e-commerce sites, as well as through the most prestigious department and specialty stores worldwide.

Our Michael Kors brand was launched almost 40 years ago by Michael Kors, whose vision has taken the Company from its beginnings as an American luxury sportswear house to a global accessories, footwear and apparel company with a global distribution network that has presence in over 100 countries through Company-operated retail stores and e-commerce sites, leading department stores, specialty stores and select licensing partners. Michael Kors is a highly recognized luxury fashion brand in the Americas and Europe with growing brand awareness in other international markets. Michael Kors features distinctive designs, materials and craftsmanship with a jet-set aesthetic that combines stylish elegance and a sporty attitude. Michael Kors offers three primary collections: the Michael Kors Collection luxury line, the MICHAEL Michael Kors accessible luxury line and the Michael Kors Mens line. The Michael Kors Collection establishes the aesthetic authority of the entire brand and is carried by many of our retail stores, our e-commerce sites, as well as in the finest luxury department stores in the world. MICHAEL Michael Kors has a strong focus on accessories, in addition to offering footwear and apparel, and addresses the significant demand opportunity in accessible luxury goods.We have also been developing our men's business in recognition of the significant opportunity afforded by the Michael Kors brand's established fashion authority and the expanding men's market. Taken together, our Michael Kors collections target a broad customer base while retaining our premium luxury image.

Certain Factors Affecting Financial Condition and Results of Operations

COVID-19 Pandemic. See Item 1A — "The COVID-19 pandemic could have a material adverse effect on our business and results of operations" of our Annual Report on Form 10-K for the fiscal year ended March 28, 2020 for additional discussion regarding risks to our business associated with the COVID-19 pandemic.

Establishing brand identity and enhancing global presence. We intend to continue to increase our international presence and global brand recognition by growing our existing international operations through the formation of various joint ventures with international partners and continuing with our international licensing arrangements. We feel this is an efficient method for continued penetration into the global luxury goods market, especially for markets where we have yet to establish a substantial presence. In addition, our growth strategy includes assuming direct control of certain licensed international operations to better manage our growth opportunities in the related regions.

Channel shift and demand for our accessories and related merchandise. Our performance is affected by trends in the luxury goods industry, as well as shifts in demographics and changes in lifestyle preferences. Although the overall consumer spending for personal luxury products has increased in recent years, consumer shopping preferences have continued to shift from physical stores to on-line shopping. We currently expect that this trend will continue in the foreseeable future. We continue to adjust our operating strategy to the changing business environment. In addition, we recently announced our Capri Retail Store Optimization Program to close approximately 170 of our retail stores over the next two years, in order to improve the profitability of our retail store fleet. Over this time period, we expect to incur approximately $75 million of one-time costs associated with these store closures. During the first quarter of Fiscal 2021, we closed 28 of our retail stores, which have been incorporated into the Capri Retail Store Optimization Program, at a cost of $3 million.

Foreign currency fluctuation. Our consolidated operations are impacted by the relationships between our reporting currency, the U.S. dollar, and those of our non-U.S. subsidiaries whose functional/local currency is other than the U.S. dollar, particularly the Euro, the British Pound, the Chinese Renminbi, the Japanese Yen, the Korean Won and the Canadian Dollar, among others. We continue to expect volatility in the global foreign currency exchange rates, which may have a negative impact on the reported results of certain of our non-U.S. subsidiaries in the future, when translated to U.S. Dollars.

Disruptions in shipping and distribution. Our operations are subject to the impact of shipping disruptions as a result of changes or damage to our distribution infrastructure, as well as due to external factors, including the impact of COVID-19. Any future disruptions in our shipping and distribution network could have a negative impact on our results of operations.

Costs of manufacturing and tariffs. Our industry is subject to volatility in costs related to certain raw materials used in the manufacturing of our products. This volatility applies primarily to costs driven by commodity prices, which can increase or decrease dramatically over a short period of time. In addition, our costs may be impacted by sanction tariffs imposed on our products due to changes in trade terms. On May 10, 2019, the U.S. increased the sanction tariffs rate from 10% to 25% on $200 billion of imports of select product categories (Tranche 3), which includes handbags and travel goods from China, and effective September 1, 2019, a 10% tariff on an additional $300 billion of goods from China, including ready-to-wear, footwear and men's products, went into effect. If additional tariffs or trade restrictions are implemented by the U.S. or other countries, the cost of our products could increase which could adversely affect our business. In addition, commodity prices and tariffs may have an impact on our revenues, results of operations and cash flows. We use commercially reasonable efforts to mitigate these effects by sourcing our products as efficiently as possible and diversifying the countries where we produce. In addition, manufacturing labor costs are also subject to degrees of volatility based on local and global economic conditions. We use commercially reasonable efforts to source from localities that suit our manufacturing standards and result in more favorable labor driven costs to our products.

Segment Information

We operate in three reportable segments, which are as follows:

Versace

We generate revenue through the sale of Versace luxury ready-to-wear, accessories, footwear and home furnishings through directly operated Versace boutiques throughout North America (United States and Canada), EMEA (Europe, Middle East and Africa) and certain parts of Asia, as well as through Versace outlet stores and e-commerce sites. In addition, revenue is generated through wholesale sales to distribution partners (including geographic licensing arrangements), multi-brand department stores and specialty stores worldwide, as well as through product license agreements in connection with the manufacturing and sale of jeans, fragrances, watches, jewelry and eyewear.

Jimmy Choo

We generate revenue through the sale of Jimmy Choo luxury goods to end clients through directly operated Jimmy Choo stores throughout the Americas (United States, Canada and Latin America), EMEA and certain parts of Asia, through our e-commerce sites, as well as through wholesale sales of luxury goods to distribution partners (including geographic licensing arrangements that allow third parties to use the Jimmy Choo tradename in connection with retail and/or wholesale sales of Jimmy Choo branded products in specific geographic regions), multi-brand department stores and specialty stores worldwide. In addition, revenue is generated through product licensing agreements, which allow third parties to use the Jimmy Choo brand name and trademarks in connection with the manufacturing and sale of fragrances, sunglasses and eyewear.

Michael Kors

We generate revenue through the sale of Michael Kors products through four primary Michael Kors retail store formats: "Collection" stores, "Lifestyle" stores (including concessions), outlet stores and e-commerce, through which we sell our products, as well as licensed products bearing our name, directly to the end consumer throughout the Americas, Europe and certain parts of Asia. Our Michael Kors e-commerce business includes e-commerce sites in the U.S., Canada and certain parts of Europe and Asia. We also sell Michael Kors products directly to department stores, primarily located across the Americas and Europe, to specialty stores and travel retail shops in the Americas, Europe and Asia, and to our geographic licensees in certain parts of EMEA, Asia and Brazil. In addition, revenue is generated through product and geographic licensing arrangements, which allow third parties to use the Michael Kors brand name and trademarks in connection with the manufacturing and sale of products, including watches, jewelry, fragrances and eyewear, as well as through geographic licensing arrangements, which allow third parties to use the Michael Kors tradename in connection with the retail and/or wholesale sales of our Michael Kors branded products in specific geographic regions.

Unallocated Expenses

In addition to the reportable segments discussed above, we have certain corporate costs that are not directly attributable to our brands and, therefore, are not allocated to segments. Such costs primarily include certain administrative, corporate occupancy and information systems expenses, including ERP system implementation costs. In addition, certain other costs are not allocated to segments, including restructuring and other charges (including transaction and transition costs related to our recent acquisitions), impairment costs and COVID-19 related charges. The segment structure is consistent with how our chief operating decision maker plans and allocates resources, manages the business and assesses performance. The following table presents our total revenue and (loss) income from operations by segment for the three months ended June 27, 2020 and June 29, 2019 (in millions):

		Three Months Ended	
		June 27, 2020	June 29, 2019
Total revenue:			
	Versace	$ 93	$ 207
	Jimmy Choo	51	158
	Michael Kors	307	981
Total revenue		$ 451	$ 1,346
(Loss) income from operations:			
	Versace	$ (41)	$ (3)
	Jimmy Choo	(29)	11
	Michael Kors	(48)	201
Total segment (loss) income from operations		(118)	209
Less:	Corporate expenses	(31)	(33)
	Restructuring and other charges	(8)	(15)
	Impairment of assets	—	(97)
	COVID-19 related charges [1]	(5)	—
Total (loss) income from operations		$ (162)	$ 64

(1) COVID-19 related charges primarily relate to severance costs, partially offset by a credit loss of $(6) million.

The following table presents our global network of retail stores and wholesale doors by brand:

	As of	
	June 27, 2020	June 29, 2019
Number of full price retail stores (including concessions):		
Versace	154	152
Jimmy Choo	181	173
Michael Kors	549	583
	884	908
Number of outlet stores:		
Versace	50	44
Jimmy Choo	47	42
Michael Kors	273	270
	370	356
Total number of retail stores	1,254	1,264
Total number of wholesale doors		
Versace	818	795
Jimmy Choo	535	581
Michael Kors	2,829	3,191
	4,182	4,567

The following table presents our retail stores by geographic location:

	As of June 27, 2020			As of June 29, 2019		
	Versace	Jimmy Choo	Michael Kors	Versace	Jimmy Choo	Michael Kors
Store count by region:						
The Americas	30	47	365	28	44	387
EMEA	59	76	180	56	73	184
Asia	115	105	277	112	98	282
	204	228	822	196	215	853

Key Consolidated Performance Indicators and Statistics

We use a number of key indicators of operating results to evaluate our Company's performance, including the following (dollars in millions):

	Three Months Ended	
	June 27, 2020	June 29, 2019
Total revenue	$ 451	$ 1,346
Gross profit as a percent of total revenue	67.0 %	62.0 %
(Loss) income from operations	$ (162)	$ 64
(Loss) income from operations as a percent of total revenue	(35.9)%	4.8 %

Seasonality

We experience certain effects of seasonality with respect to our business. We generally experience greater sales during our third fiscal quarter, primarily driven by holiday season sales, and the lowest sales during our first fiscal quarter.

Critical Accounting Policies

The preparation of financial statements in conformity with accounting principles generally accepted in the United States ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenue and expenses during the reporting period. Critical accounting policies are those that are the most important to the portrayal of our results of operations and financial condition and that require our most difficult, subjective and complex judgments to make estimates about the effect of matters that are inherently uncertain. In applying such policies, we must use certain assumptions that are based on our informed judgments, assessments of probability and best estimates. Estimates, by their nature, are subjective and are based on analysis of available information, including current and historical factors and the experience and judgment of management. We evaluate our assumptions and estimates on an ongoing basis. While our significant accounting policies are detailed in Note 2 to the accompanying consolidated financial statements, our critical accounting policies are disclosed in full in the MD&A section of our Annual Report on Form 10-K for the fiscal year ended March 28, 2020. There have been no significant changes in our critical accounting policies since March 28, 2020.

Results of Operations

Comparison of the three months ended June 27, 2020 with the three months ended June 29, 2019

The following table details the results of our operations for the three months ended June 27, 2020 and June 29, 2019, and expresses the relationship of certain line items to total revenue as a percentage (dollars in millions):

	Three Months Ended				% of Total Revenue for the Three Months Ended	
	June 27, 2020	June 29, 2019	$ Change	% Change	June 27, 2020	June 29, 2019
Statements of Operations Data:						
Total revenue	$ 451	$ 1,346	$ (895)	(66.5) %		
Cost of goods sold	149	512	(363)	(70.9) %	33.0 %	38.0 %
Gross profit	302	834	(532)	(63.8) %	67.0 %	62.0 %
Selling, general and administrative expenses	402	598	(196)	(32.8) %	89.1 %	44.4 %
Depreciation and amortization	54	60	(6)	(10.0) %	12.0 %	4.5 %
Impairment of assets	—	97	(97)	NM	— %	7.2 %
Restructuring and other charges	8	15	(7)	(46.7) %	1.8 %	1.1 %
Total operating expenses	464	770	(306)	(39.7) %	102.9 %	57.2 %
(Loss) income from operations	(162)	64	(226)	NM	(35.9)%	4.8 %
Other income, net	(1)	(2)	1	(50.0) %	(0.2)%	(0.1)%
Interest expense, net	17	13	4	30.8 %	3.8 %	1.0 %
Foreign currency (gain) loss	(3)	2	(5)	NM	(0.7)%	0.1 %
(Loss) income before provision for income taxes	(175)	51	(226)	NM	(38.8)%	3.8 %
Provision for income taxes	5	6	(1)	(16.7) %	1.1 %	0.4 %
Net (loss) income attributable to Capri	$ (180)	$ 45	$ (225)	NM		

NM Not meaningful

Total Revenue

Total revenue decreased $895 million, or 66.5%, to $451 million for the three months ended June 27, 2020, compared to $1.346 billion for the three months ended June 29, 2019, which included net unfavorable foreign currency effects of approximately $4 million, primarily related to the weakening of the Chinese Renminbi and Euro against the U.S. Dollar during the three months ended June 27, 2020 as compared to the same prior year period. On a constant currency basis, our total revenue decreased $891 million, or 66.2%. The decrease is attributable to lower revenues from all three brands, as compared to the prior year, reflecting the adverse impact of COVID-19.

Gross Profit

Gross profit decreased $532 million, or 63.8%, to $302 million for the three months ended June 27, 2020, compared to $834 million for the three months ended June 29, 2019, which included net unfavorable foreign currency effects of $3 million. Gross profit as a percentage of total revenue increased 500 basis points to 67.0% during the three months ended June 27, 2020, compared to 62.0% during the three months ended June 29, 2019. The increase in our gross profit margin was primarily attributable to higher gross profit margin for Michael Kors primarily driven by lower promotional activity and favorable channel mix, including a higher proportion of sales in Asia during the three months ended June 27, 2020, as compared to the three months ended June 29, 2019.

Total Operating Expenses

Total operating expenses decreased $306 million, or 39.7%, to $464 million during the three months ended June 27, 2020, compared to $770 million for the three months ended June 29, 2019. Our operating expenses included a net favorable foreign currency impact of approximately $2 million. Total operating expenses increased to 102.9% as a percentage of total revenue for the three months ended June 27, 2020, compared to 57.2% for the three months ended June 29, 2019. The components that comprise total operating expenses are explained below.

Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased $196 million, or 32.8%, to $402 million during the three months ended June 27, 2020, compared to $598 million for the three months ended June 29, 2019, primarily due to lower variable costs, as well as decreases from our cost reduction initiatives as a result of COVID-19.

Selling, general, and administrative expenses as a percentage of total revenue increased to 89.1% for the three months ended June 27, 2020, compared to 44.4% for the three months ended June 29, 2019, primarily due to the adverse impacts of COVID-19 and increased retail store and e-commerce related costs as a percentage of total revenue during the three months ended June 27, 2020, as compared to the three months ended June 29, 2019.

Corporate unallocated expenses, which are included within selling, general and administrative expenses discussed above, but are not directly attributable to a reportable segment, decreased $2 million, or 6.1%, to $31 million during the three months ended June 27, 2020 as compared to $33 million for the three months ended June 29, 2019.

Depreciation and Amortization

Depreciation and amortization decreased $6 million, or 10.0%, to $54 million during the three months ended June 27, 2020, compared to $60 million for the three months ended June 29, 2019. The decrease in depreciation and amortization expense was primarily attributable to lower depreciation due to previously recorded property and equipment impairment charges. Depreciation and amortization increased to 12.0% as a percentage of total revenue during the three months ended June 27, 2020, compared to 4.5% for the three months ended June 29, 2019.

Impairment of Assets

During the three months ended June 27, 2020, we did not recognize any asset impairment charges. During the three months ended June 29, 2019, we recognized asset impairment charges of approximately $97 million, which were primarily related to determining asset groups for our premier store locations at an individual store level, as well as operating lease right-of-use assets as part of our quarterly impairment assessments.

Restructuring and Other Charges

During the three months ended June 27, 2020, we recognized restructuring and other charges of $8 million, which included other costs of $5 million primarily related to equity awards associated with the acquisition of Versace (see Note 8 to the accompanying consolidated financial statements for additional information) and $3 million related to our Capri Retail Store Optimization Program.

During the three months ended June 29, 2019, we recognized restructuring and other charges of $15 million, which were comprised of $12 million of other costs and restructuring charges of $3 million, of which $2 million was recorded in connection with Jimmy Choo lease termination charges and $1 million related to our Michael Kors Retail Fleet Optimization Plan. The other costs recorded during the three months ended June 29, 2019 included $7 million in connection with the acquisition of Versace and $5 million in connection with the Jimmy Choo acquisition. Restructuring and other charges are not evaluated as part of our reportable segments' results (See *Segment Information* above for additional information).

(Loss) Income from Operations

As a result of the foregoing, income from operations decreased $226 million, to a loss from operations of $162 million during three months ended ended June 27, 2020, compared to income from operations of $64 million for the three months ended June 29, 2019. Income from operations as a percentage of total revenue decreased to (35.9)% during the three months ended June 27, 2020, compared to 4.8% for the three months ended June 29, 2019. See *Segment Information* above for a reconciliation of our segment operating income to total operating income.

Interest Expense, net

Interest expense, net, increased $4 million to $17 million during the three months ended June 27, 2020, compared to $13 million for the three months ended June 29, 2019, primarily due to a decrease to interest income as a result of the Company's early termination of its net investment hedges related to its Euro-denominated subsidiaries during the fourth quarter. The decrease to interest income was largely offset by a decrease in interest expense attributable to lower average borrowings outstanding in the current year (see Note 9 and Note 12 to the accompanying consolidated financial statements for additional information).

Foreign Currency (Gain) Loss

During the three months ended June 27, 2020, we recognized a net foreign currency gain of $3 million, primarily attributable to the revaluation and settlement of certain of our accounts payable in currencies other than the functional currency, as well as the remeasurement of dollar-denominated intercompany loans with certain of our subsidiaries.

During the three months ended June 29, 2019, we recognized a net foreign currency loss of $2 million, primarily attributable to the revaluation and settlement of certain of our accounts payable in currencies other than the functional currency.

Provision for Income Taxes

The provision for incomes taxes was $5 million during the three months ended June 27, 2020, compared to $6 million for the three months ended June 29, 2019. Our effective tax rate for the three months ended June 27, 2020, was (2.9)%, compared to 11.8% for the three months ended June 29, 2019. The decrease in our effective tax rate was primarily related to the impact of a valuation allowance on a portion of our consolidated pre-tax loss and a tax detriment related to share based compensation for the three months ended June 27, 2020, compared to three months ended June 29, 2019. These decreases were partially offset by the impact of the favorable effects related to global financing activities on our consolidated pre-tax loss.

Our effective tax rate may fluctuate from time to time due to the effects of changes in U.S. state and local taxes and tax rates in foreign jurisdictions. In addition, factors such as the geographic mix of earnings, enacted tax legislation and the results of various global tax strategies, may also impact our effective tax rate in future periods.

Net (Loss) Income Attributable to Capri

As a result of the foregoing, our net income decreased $225 million to a net loss of $180 million during the three months ended June 27, 2020, compared to net income of $45 million for the three months ended June 29, 2019.

Segment Information

Versace

	Three Months Ended			% Change	
(dollars in millions)	June 27, 2020	June 29, 2019	$ Change	As Reported	Constant Currency
Revenues	$ 93	$ 207	$ (114)	(55.1) %	(54.1)%
Loss from operations	(41)	(3)	(38)	NM	
Operating margin	(44.1)%	(1.4)%			

NM Not meaningful

Revenues

Versace revenues decreased $114 million, or 55.1%, to $93 million during the three months ended June 27, 2020, compared to $207 million for the three months ended June 29, 2019, which included unfavorable foreign currency effects of $2 million. On a constant currency basis, revenue decreased $112 million, or 54.1%, primarily reflecting adverse impacts related to COVID-19.

Loss from Operations

During the three months ended June 27, 2020 Versace recorded a loss from operations of $41 million during the three months ended June 27, 2020, compared to $3 million for the three months ended June 29, 2019. Operating margin declined from (1.4)% for the three months ended June 29, 2019, to (44.1)% during the three months ended June 27, 2020, primarily due to the adverse impacts related to COVID-19.

Jimmy Choo

(dollars in millions)	Three Months Ended June 27, 2020	Three Months Ended June 29, 2019	$ Change	% Change As Reported	% Change Constant Currency
Revenues	$ 51	$ 158	$ (107)	(67.7)%	(67.7)%
(Loss) income from operations	(29)	11	(40)	NM	
Operating margin	(56.9)%	7.0 %			

NM Not meaningful

Revenues

Jimmy Choo revenues decreased $107 million, or 67.7%, to $51 million during the three months ended June 27, 2020, compared to $158 million for the three months ended June 29, 2019, primarily reflecting adverse impacts related to COVID-19.

(Loss) Income from Operations

During the three months ended June 27, 2020, Jimmy Choo recorded a loss from operations of $29 million during the three months ended June 27, 2020, compared to income from operations of $11 million for the three months ended June 29, 2019. Operating margin declined from 7.0% for the three months ended June 29, 2019, to (56.9)% during the three months ended June 27, 2020, primarily due to the adverse impacts related to COVID-19.

Michael Kors

(dollars in millions)	Three Months Ended June 27, 2020	Three Months Ended June 29, 2019	$ Change	% Change As Reported	% Change Constant Currency
Revenues	$ 307	$ 981	$ (674)	(68.7)%	(68.5)%
(Loss) income from operations	(48)	201	(249)	NM	
Operating margin	(15.6)%	20.5 %			

NM Not meaningful

Revenues

Michael Kors revenues decreased $674 million, or 68.7%, to $307 million during the three months ended June 27, 2020, compared to $981 million for the three months ended June 29, 2019, which included unfavorable foreign currency effects of $2 million. On a constant currency basis, revenue decreased $672 million, or 68.5%, primarily due to adverse impacts related to COVID-19.

(Loss) Income from Operations

During the three months ended June 27, 2020, Michael Kors recorded a loss from operations of $48 million during the three months ended June 27, 2020, compared to income from operations of $201 million for the three months ended June 29, 2019. Operating margin declined from 20.5% for the three months ended June 29, 2019, to (15.6)% during the three months ended June 27, 2020, primarily due to adverse impacts related to COVID-19.

Liquidity and Capital Resources

Liquidity

Our primary sources of liquidity are the cash flows generated from our operations, along with borrowings available under our credit facilities and available cash and cash equivalents. Our primary use of this liquidity is to fund our ongoing cash requirements, including working capital requirements, acquisitions, debt repayments, investment in information systems infrastructure, global retail store construction, expansion and renovation, distribution and corporate facilities, construction and renovation of shop-in-shops, share repurchases and other corporate activities. We believe that the cash generated from our operations, together with borrowings available under our revolving credit facility and available cash and cash equivalents, will be sufficient to meet our working capital needs for the next 12 months, including investments made and expenses incurred in connection with our store growth plans, shop-in-shop growth, investments in corporate and distribution facilities, continued systems development, e-commerce and marketing initiatives. We spent $32 million on capital expenditures during the three months ended June 27, 2020.

The following table sets forth key indicators of our liquidity and capital resources (in millions):

	As of	
	June 27, 2020	March 28, 2020
Balance Sheet Data:		
Cash and cash equivalents	$ 207	$ 592
Working capital	$ (100)	$ 493
Total assets	$ 7,533	$ 7,946
Short-term debt	$ 191	$ 167
Long-term debt	$ 1,577	$ 2,012

	Three Months Ended	
	June 27, 2020	June 29, 2019
Cash Flows Provided By (Used In):		
Operating activities	$ 67	$ 158
Investing activities	(32)	(32)
Financing activities	(420)	(138)
Effect of exchange rate changes	—	—
Net decrease in cash and cash equivalents and restricted cash	$ (385)	$ (12)

Cash Provided by Operating Activities

Net cash provided by operating activities decreased $91 million to $67 million during the three months ended June 27, 2020, as compared to $158 million for the three months ended June 29, 2019, as a result of a decrease in our net income after non-cash adjustments, partially offset by increases related to changes in our working capital, primarily attributable to the timing of payments and receipts due to the impact of COVID-19.

Cash Used in Investing Activities

Net cash used in investing activities was $32 million during the three months ended June 27, 2020, as compared to $32 million during the three months ended June 29, 2019, which was primarily attributable to an increase of $23 million related to the settlement of a net investment hedge during the three months ended June 29, 2019, offset by lower capital expenditures of $22 million compared to prior year.

Cash Used in Financing Activities

Net cash used in financing activities was $420 million during the three months ended June 27, 2020, as compared to $138 million during the three months ended June 29, 2019. The increase of cash used in financing activities of $282 million was primarily attributable to increased debt repayments.

Debt Facilities

The following table presents a summary of our borrowing capacity and amounts outstanding as of June 27, 2020 and March 28, 2020 (dollars in millions):

	As of	
	June 27, 2020	March 28, 2020
Senior Unsecured Revolving Credit Facility:		
Revolving Credit Facility (excluding up to a $500 million accordion feature) [(1)]		
Total Availability	$ 1,230	$ 1,000
Borrowings outstanding	**270**	**681**
Letter of credit outstanding	22	18
Remaining availability	$ 938	$ 301
Term Loan Facility ($1.6 billion)		
Borrowings Outstanding, net of debt issuance costs [(2)]	**$ 985**	**$ 1,010**
Remaining availability	$ —	$ —
4.000% Senior Notes		
Borrowings Outstanding, net of debt issuance costs and discount amortization [(2)]	**$ 446**	**$ 446**
Other Borrowings [(2)]	**$ 4**	**$ 3**
Hong Kong Uncommitted Credit Facility:		
Total availability (100 million Hong Kong Dollars)	$ 13	$ 14
Borrowings outstanding (85 million Hong Kong Dollars) [(3)]	**11**	**—**
Bank guarantees outstanding (4 million Hong Kong Dollars)	1	1
Remaining availability (11 million and 96 million Hong Kong Dollars)	$ 1	$ 13
China Uncommitted Credit Facility:		
Borrowings outstanding	**$** —	**$** —
Total and remaining availability (100 million Chinese Yuan)	$ 14	$ 14
Japan Credit Facility:		
Total availability (1.0 billion Japanese Yen)	$ 9	$ 9
Borrowings outstanding (223 million Japanese Yen) [(3)]	**2**	**—**
Remaining availability (777 million and 1.0 billion Japanese Yen)	$ 7	$ 9
Versace Uncommitted Credit Facilities:		
Total availability (55 million and 52 million Euro)	$ 61	$ 58
Borrowings outstanding (45 million and 35 million Euro) [(3)]	**50**	**39**
Remaining availability (10 million and 17 million Euro)	$ 11	$ 19
Total borrowings outstanding [(1)]	**$ 1,768**	**$ 2,179**
Total remaining availability	$ 971	$ 356

(1) The financial covenant in our 2018 Credit Facility requiring us to maintain a ratio of the sum of total indebtedness plus the capitalized amount of all operating lease obligations for the last four fiscal quarters to Consolidated EBITDAR of no greater than 3.75 to 1.0 has been waived through the fiscal quarter ending June 26, 2021. When this financial covenant is reinstated, the applicable ratio will be calculated net of our unrestricted cash and cash equivalents to the extent in excess of $100 million and shall exclude up to $150 million of supply chain financings, and the maximum permitted net leverage ratio will be 4.00 to 1.0. As of June 27, 2020 and March 28, 2020, we were in compliance with all covenants related to our agreements then in effect governing our debt.

(2) Recorded as long-term debt in our consolidated balance sheets as of June 27, 2020 and March 28, 2020, except for the current portion of $128 million outstanding under the 2018 Term Loan Facility, which was recorded within short-term debt at both June 27, 2020 and March 28, 2020.

(3) Recorded as short-term debt in our consolidated balance sheets as of June 27, 2020 and March 28, 2020.

We believe that our 2018 Credit Facility is adequately diversified with no undue concentration in any one financial institution. As of June 27, 2020, there were 26 financial institutions participating in the facility, with none maintaining a maximum commitment percentage in excess of 10%. We have no reason to believe that the participating institutions will be unable to fulfill their obligations to provide financing in accordance with the terms of the 2018 Credit Facility.

See Note 9 in the accompanying financial statements and Note 12 in our Fiscal 2020 Annual Report on Form 10-K for detailed information relating to our credit facilities and debt obligations.

Share Repurchase Program

The following table presents our treasury share repurchases during the three months ended June 27, 2020 and June 29, 2019 (dollars in millions):

	Three Months Ended	
	June 27, 2020	June 29, 2019
Cost of shares repurchased under share repurchase program	$ —	$ —
Fair value of shares withheld to cover tax obligations for vested restricted share awards	1	2
Total cost of treasury shares repurchased	$ 1	$ 2
Shares repurchased under share repurchase program	—	—
Shares withheld to cover tax withholding obligations	38,119	58,304
	38,119	58,304

During the first quarter of Fiscal 2021, we suspended our $500 million share-repurchase program in response to the continued impact of the COVID-19 pandemic. As of June 27, 2020, the remaining availability under our share repurchase program was $400 million. Share repurchases may be made in open market or privately negotiated transactions, subject to market conditions, applicable legal requirements, trading restrictions under our insider trading policy, and other relevant factors. This program may be suspended or discontinued at any time.

See Note 13 to the accompanying consolidated financial statements for additional information.

Contractual Obligations and Commercial Commitments

Please refer to the “Contractual Obligations and Commercial Commitments” disclosure within the “Liquidity and Capital Resources” section of our Fiscal 2020 Form 10-K for a detailed disclosure of our other contractual obligations and commitments as of March 28, 2020.

Off-Balance Sheet Arrangements

We have not created, and are not party to, any special-purpose or off-balance sheet entities for the purpose of raising capital, incurring debt or operating our business. Our off-balance sheet commitments relating to our outstanding letters of credit were $27 million at June 27, 2020, including $5 million in letters of credit issued outside of the 2018 Credit Facility. In addition, as of June 27, 2020, bank guarantees of approximately $18 million were supported by the Versace Credit Facilities. We do not have any other off-balance sheet arrangements or relationships with entities that are not consolidated into our financial statements that have or are reasonably likely to have a material current or future effect on our financial condition, changes in financial condition, revenues, expenses, results of operations, liquidity, capital expenditures or capital resources.

Recent Accounting Pronouncements

See Note 2 to the accompanying interim consolidated financial statements for recently issued accounting standards, which may have an impact on our financial statements and/or disclosures upon adoption.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to certain market risks during the normal course of our business, such as risks arising from fluctuations in foreign currency exchange rates, as well as fluctuations in interest rates. In attempts to manage these risks, we employ certain strategies to mitigate the effect of these fluctuations. We enter into foreign currency forward contracts to manage our foreign currency exposure to the fluctuations of certain foreign currencies. The use of these instruments primarily helps to manage our exposure to our foreign purchase commitments and better control our product costs. We do not use derivatives for trading or speculative purposes.

Foreign Currency Exchange Risk

Forward Foreign Currency Exchange Contracts

We are exposed to risks on certain purchase commitments to foreign suppliers based on the value of our purchasing subsidiaries' local currency relative to the currency requirement of the supplier on the date of the commitment. As such, we enter into forward currency exchange contracts that generally mature in 12 months or less and are consistent with the related purchase commitments, to manage our exposure to the changes in the value of the Euro and the Canadian Dollar. These contracts are recorded at fair value in our consolidated balance sheets as either an asset or liability, and are derivative contracts to hedge cash flow risks. Certain of these contracts are designated as hedges for hedge accounting purposes, while certain of these contracts, are not designated as hedges for accounting purposes. Accordingly, the changes in the fair value of the majority of these contracts at the balance sheet date are recorded in our equity as a component of accumulated other comprehensive (loss) income, and upon maturity (settlement) are recorded in, or reclassified into, our cost of sales or operating expenses, in our consolidated statement of operations and comprehensive (loss) income, as applicable, based on the underlying transactions for which the forward currency exchange contracts were established.

We perform a sensitivity analysis on our forward currency contracts, both designated and not designated as hedges for accounting purposes, to determine the effects of fluctuations in foreign currency exchange rates. For this sensitivity analysis, we assume a hypothetical change in U.S. Dollar against foreign exchange rates. Based on all foreign currency exchange contracts outstanding as of June 27, 2020, a 10% appreciation or devaluation of the U.S. Dollar compared to the level of foreign currency exchange rates for currencies under contract as of June 27, 2020, would result in a net increase and decrease, respectively, of approximately $10 million in the fair value of these contracts.

Net Investment Hedge

We are exposed to adverse foreign currency exchange rate movements related to interest from our net investment hedge. As of June 27, 2020, the net investment hedge has an aggregate notional amount of $44 million to hedge our net investments in Japanese Yen-denominated subsidiaries against future volatility in the exchange rates between the U.S. Dollar and this currency. Under the terms of this contract, which matures November 2024, we will exchange the semi-annual fixed rate payments made under our Senior Notes for fixed rate payments of 0.89% in Japanese Yen. Based on the net investment hedge outstanding as of June 27, 2020, a 10% appreciation or devaluation of the U.S. Dollar compared to the level of foreign currency exchange rates for currencies under contract as of June 27, 2020, would result in a potential net increase or decrease upon settlement of approximately $5 million in the fair value of this contract, which matures in 4 years.

Interest Rate Risk

We are exposed to interest rate risk in relation to borrowings outstanding under our 2018 Term Loan Facility, our 2018 Credit Facility, our Hong Kong Credit Facility, our Japan Credit Facility and our Versace Credit Facilities. Our 2018 Term Loan Facility carries interest at a rate that is based on LIBOR. Our 2018 Credit Facility carries interest rates that are tied to LIBOR and the prime rate, among other institutional lending rates (depending on the particular origination of borrowing), as further described in Note 9 to the accompanying consolidated financial statements. Our Hong Kong Credit Facility carries interest at a rate that is tied to the Hong Kong Interbank Offered Rate. Our China Credit Facility carries interest at a rate that is tied to the People's Bank of China's Benchmark lending rate. Our Japan Credit Facility carries interest at a rate posted by the Mitsubishi UFJ Financial Group. Our Versace Credit Facility carries interest at a rate set by the bank on the date of borrowing that is tied to the European Central Bank. Therefore, our statements of operations and comprehensive (loss) income and cash flows are exposed to changes in those interest rates. As part of our strategy to limit exposure to interest rate risk, we entered into an interest rate swap agreement with a notional amount of $500 million that will decrease to $350 million in April 2022. The swap was designated as a cash flow hedge designed to mitigate the impact of adverse interest rate fluctuations for a portion of our variable-rate debt equal to the notional amount of the swap. The interest rate swap converts the one-month Adjusted LIBOR interest rate on these borrowings to a fixed interest rate of 0.237% through December 2022. At June 27, 2020, we had $270 million in long-term borrowings outstanding under our 2018 Credit Facility, $985 million, net of debt issuance costs, outstanding under our 2018 Term Loan Facility and $50 million outstanding under our Versace Credit Facility. At March 28, 2020, we had $681 million in long-term borrowings outstanding under our 2018 Credit Facility, $1.010 billion, net of debt issuance costs, outstanding under our 2018 Term Loan Facility and $39 million outstanding under our Versace Credit Facilities. These balances are not indicative of future balances that may be outstanding under our revolving credit facilities that may be subject to fluctuations in interest rates. Any increases in the applicable interest rate(s) would cause an increase to the interest expense relative to any outstanding balance at that date.

Credit Risk

We have outstanding $450 million aggregate principal amount of Senior Notes due in 2024. The Senior Notes bear interest at a fixed rate equal to 4.000% per year, payable semi-annually. Our Senior Notes interest rate payable may be subject to adjustments from time to time if either Moody's or S&P (or a substitute rating agency) downgrades (or downgrades and subsequent upgrades) the credit rating assigned to the Senior Notes.

On an overall basis, our exposure to market risk has not significantly changed from what we reported in our Annual Report on Form 10-K. The COVID-19 pandemic does present new and emerging uncertainty to the financial markets. See Item 1A. "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended March 28, 2020 for additional information.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

An evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer, or CEO, and Chief Financial Officer, or CFO, of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15(d)-15(e) under the Securities and Exchange Act of 1934 (the "Exchange Act")) as of June 27, 2020. This evaluation was performed based on the criteria set forth in *Internal Control —Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), the 2013 Framework. Based on this assessment, our CEO and CFO concluded that our disclosure controls and procedures as of June 27, 2020 are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission's rules and forms, and is accumulated and communicated to our management, including our CEO and CFO, to allow timely decisions regarding required disclosures.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting during the three months ended June 27, 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are involved in various routine legal proceedings incident to the ordinary course of our business. We believe that the outcome of all pending legal proceedings in the aggregate will not have a material adverse effect on our business, results of operations and financial condition.

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Item 1A. “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended March 28, 2020, which could materially and adversely affect our business, financial condition or future results. These risks are not the only risks that we face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(c) Issuer Purchases of Equity Securities

During the first quarter of Fiscal 2021, the Company suspended its $500 million share-repurchase program in response to the continued impact of the COVID-19 pandemic. The Company also has in place a “withhold to cover” repurchase program, which allows the Company to withhold ordinary shares from certain executive officers and directors to satisfy minimum tax withholding obligations relating to the vesting of their restricted share awards.

The following table provides information of the Company’s ordinary shares repurchased or withheld during the three months ended June 27, 2020:

	Total Number of Shares	Average Price Paid per Share	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Approximated Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (in millions)
March 29 – April 25	—	$ —	—	$ 400
April 26 – May 23	7,016	$ 13.96	—	$ 400
May 24 – June 27	31,103	$ 16.87	—	$ 400
	38,119		—	

ITEM 6. EXHIBITS

a. Exhibits

Please refer to the accompanying Exhibit Index included after the signature page of this report for a list of exhibits filed or furnished with this report.

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 on August 5, 2020.

CAPRI HOLDINGS LIMITED

By:	/s/ John D. Idol
Name:	John D. Idol
Title:	Chairman & Chief Executive Officer
By:	/s/ Thomas J. Edwards, Jr.
Name:	Thomas J. Edwards, Jr.
Title:	Executive Vice President, Chief Financial Officer and Chief Operating Officer

INDEX TO EXHIBITS

Exhibit No.	Description
10.1	Second Amendment to the Third Amended and Restated Credit Agreement dated as of November 15, 2018 and First Amendment to the Third Amended and Restated Guarantee Agreement, dated as of June 25, 2020, among Capri Holdings Limited, Michael Kors (USA), Inc., the foreign subsidiary borrowers party thereto, the guarantors party thereto, the financial institutions party thereto as lenders and issuing banks and JPMorgan Chase Bank, N.A., as administrative agent (included as Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-35368), filed on July 1, 2020 and incorporated herein by reference.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.1	The following financial information from the Company's Quarterly Report on Form 10-Q for the period ended June 27, 2020 formatted in Inline eXtensible Business Reporting Language: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations and Comprehensive Income, (iii) Consolidated Statements of Shareholders' Equity, (iv) Consolidated Statements of Cash Flows, and (v) Notes to Consolidated Financial Statements.

Exhibit 31.1

CERTIFICATIONS

I, John D. Idol, certify that:

1. I have reviewed this Form 10-Q of Capri Holdings Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2020

By: /s/ John D. Idol

John D. Idol

Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Thomas J. Edwards, Jr., certify that:

1. I have reviewed this Form 10-Q of Capri Holdings Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2020

By: /s/ Thomas J. Edwards, Jr.

Thomas J. Edwards, Jr.
Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this quarterly report on Form 10-Q of Capri Holdings Limited (the "Company") for the quarter ended June 27, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John D. Idol, Chief Executive Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(i) The Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
(ii) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Capri Holdings Limited.

Date: August 5, 2020

/s/ John D. Idol

John D. Idol
Chief Executive Officer
(Principal Executive Officer)

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of this Report.

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this quarterly report on Form 10-Q of Capri Holdings Limited (the “Company”) for the quarter ended June 27, 2020 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Thomas J. Edwards, Jr., Chief Financial Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(i) The Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
(ii) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Capri Holdings Limited.

Date: August 5, 2020

/s/ Thomas J. Edwards, Jr.

Thomas J. Edwards, Jr.
Chief Financial Officer
(Principal Financial Officer)

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of this Report.