

# FORM 4

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

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

|   |  |   |  |  |  |
|---|--|---|--|--|--|
| 1. Name and Address of Reporting Person * |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)                            |  |
| <b>Gibbons Judy</b>                       |  | <b>Capri Holdings Ltd [ CPRI ]</b>                |  | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner                    |  |
| (Last) (First) (Middle)                   |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |
| <b>33 KINGSWAY</b>                        |  | <b>7/28/2021</b>                                  |  |  |  |
| (Street)                                  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |
| <b>LONDON, X0 WC2B 6UF</b>                |  |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person                             |  |
| (City) (State) (Zip)                      |  |   |  | <input type="checkbox"/> Form filed by More than One Reporting Person                              |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|---------|---|--|---|
|                                 |                |                                   | Code                      | V | Amount  | (A) or (D) | Price   |   |  |   |
| Ordinary shares, no par value   | 7/28/2021      |                                   | M                         |   | 10707   | A          | (1)     | 33003   | D  |   |
| Ordinary shares, no par value   | 7/28/2021      |                                   | r(2)                      |   | 5033  | D          | \$49.42 | 27970   | D  |   |

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |       | 6. Date Exercisable and Expiration Date |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-------|---|-----------------|---|----------------------------|--|--|--|--|
|  |  |                |                                   | Code                      | V | (A)  | (D)   | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Restricted share units                     | \$0  | 7/28/2021      |                                   | M                         |   |  | 10707 | 7/28/2021                               | (3)             | Ordinary shares, no par value   | 10707                      | \$0  | 0  | D  |  |
| Restricted share units                     | \$0  | 7/28/2021      |                                   | A                         |   | 3035   |       | (4)                                     | (3)             | Ordinary shares, no par value   | 3035 (5)                   | \$0  | 3035   | D  |  |

**Explanation of Responses:**

- Restricted share units ("RSUs") converted into ordinary shares of the Company on a one-for-one basis upon vesting.
- Represents shares withheld by the Company to cover tax withholding obligations upon vesting.
- The RSUs do not expire.
- Granted pursuant to the Capri Holdings Limited Second Amended and Restated Omnibus Incentive Plan. The RSUs vest on the earliest of: (1) the one year anniversary of the date of grant (July 28, 2022), or (2) the Company's annual shareholder meeting that occurs in the calendar year following the date of grant, and will be settled upon vesting unless the reporting person elects to defer settlement to a later date. If the reporting person's service with the Company terminates prior to the first anniversary of the date of grant, the RSUs will vest pro-rata based on the number of days from the date of grant through and including the date of the reporting person's termination of service. The RSUs will also vest in full in the event of the reporting person's death or disability.
- Settlement of this award will be satisfied through the issuance of one ordinary share for each vested RSU.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| <b>Gibbons Judy</b><br><b>33 KINGSWAY</b><br><b>LONDON, X0 WC2B 6UF</b> | X             |           |         |       |

**Signatures**

/s/ Krista A. McDonough, as Attorney-in-Fact for Judy Gibbons

7/29/2021

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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