

# FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

<b>1. Name and Address of Reporting Person *</b>  <b>Hendricks Jenna</b>  <small>(Last) (First) (Middle)</small>  <b>C/O CAPRI HOLDINGS LIMITED, 90 WHITFIELD STREET, 2ND FLOOR</b>  <small>(Street)</small>  <b>LONDON, X0 W1T 4EZ</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Capri Holdings Ltd [ CPRI ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>12/18/2023</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>SVP, Chief People Officer</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary shares, no par value	12/18/2023		M	(1)	20,333	A	\$0	63,725	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Restricted share units	\$0	12/18/2023		M		9,119	(2)	6/15/2024	(3)	Ordinary shares, no par value	9,119	(4)	\$0	0	D	
Restricted share units	\$0	12/18/2023		M		5,273	(2)	(5)	(3)	Ordinary shares, no par value	5,273	(4)	\$0	5,273	D	
Restricted share units	\$0	12/18/2023		M		5,941	(2)	(6)	(3)	Ordinary shares, no par value	5,941	(4)	\$0	17,823	D	

**Explanation of Responses:**

- (1) Represents settlement of restricted share units ("RSUs") through the issuance of one ordinary share for each vested RSU.
- (2) Reflects the accelerated vesting of time-based RSU awards that were otherwise scheduled to vest in 2024 for the purpose of reducing or eliminating the excise tax imposed under Sections 280G and 4999 of the Internal Revenue Code of 1986, as amended, that would be imposed on amounts payable to the Reporting Person in connection with the consummation of the transactions contemplated by the Agreement and Plan of Merger, dated as of August 10, 2023, by and among Tapestry, Inc., Sunrise Merger Sub, Inc., and the Company.
- (3) The RSUs do not expire.
- (4) Settlement of this award will be satisfied through the issuance of one ordinary share for each vested RSU.
- (5) Granted on June 15, 2022 pursuant to the Capri Holdings Limited Third Amended and Restated Incentive Plan (the "Incentive Plan"). The securities underlying the total number of RSUs originally granted will vest 1/3 each year on June 15, 2023, 2024 and 2025, respectively, subject to grantee's continued employment with the Company through the vesting date unless the grantee dies, becomes permanently disabled or is retirement eligible under the Incentive Plan.

- (6) Granted on June 15, 2023 pursuant to the Incentive Plan. The securities underlying the total number of RSUs originally granted will vest 25% each year on June 15, 2024, 2025, 2026, and 2027, respectively, subject to grantee's continued employment with the Company through the vesting date unless the grantee dies, becomes permanently disabled or is retirement eligible under the Incentive Plan.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Hendricks Jenna</b> <b>C/O CAPRI HOLDINGS LIMITED</b> <b>90 WHITFIELD STREET, 2ND FLOOR</b> <b>LONDON, X0 W1T 4EZ</b>			<b>SVP, Chief People Officer</b>	

**Signatures**

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

12/20/2023

\*\*Signature of Reporting Person

Date

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

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

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

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

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