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COACH

NEW YORK

Coach, Inc.

(incorporated in the State of Maryland, United States)

(Stock code: 6388)

ANNOUNCEMENT –

COACH, INC. PRICES \$1 BILLION OF SENIOR UNSECURED NOTES

This announcement is issued pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong).

Please refer to the attached for the document which has been published by Coach, Inc. on the website of the U.S. Securities and Exchange Commission on June 7, 2017 (U.S. Eastern Time).

*President, Chief Administrative Officer
and Secretary of*
Coach, Inc.
Todd Kahn

Hong Kong, June 7, 2017

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported):
June 6, 2017

COACH, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State of Incorporation)

1-16153
(Commission File Number)

52-2242751
(IRS Employer Identification No.)

10 Hudson Yards, New York, NY 10001
(Address of principal executive offices) (Zip Code)

(212) 594-1850
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 1.01 Entry into a Material Definitive Agreement.

On June 6, 2017, Coach, Inc., a Maryland corporation (the “Company”), entered into an underwriting agreement (the “Underwriting Agreement”) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein (collectively, the “Underwriters”), providing for its underwritten public offering of \$400,000,000 aggregate principal amount of 3.000% senior unsecured notes due 2022 (the “2022 Notes”) and \$600,000,000 aggregate principal amount of 4.125% senior unsecured notes due 2027 (the “2027 Notes,” and together with the 2022 Notes, the “Notes”). The offer and sale of the Notes is registered under the Securities Act of 1933, as amended, pursuant to an automatic shelf registration statement on Form S-3 (File No. 333-200642) filed with the Securities and Exchange Commission (the “SEC”) on December 1, 2014. As previously announced on May 8, 2017, the Company entered into an agreement to acquire Kate Spade & Company (“Kate Spade”). The Company intends to use the proceeds from this offering, together with cash on hand and cash on hand at Kate Spade and term loans, to fund the purchase price for the acquisition and pay related fees and expenses.

The Underwriting Agreement contains customary representations, warranties and agreements of the Company and customary conditions to closing, indemnification rights and obligations of the parties. The Company expects the sale of the Notes to close on or about June 20, 2017 (the “Closing Date”).

Some of the underwriters and their affiliates have engaged in, and may in the future engage in, various financial advisory, investment banking and other commercial dealings in the ordinary course of business with us or our affiliates. They have received, or may in the future receive, customary fees and commissions for these transactions.

The Notes will be issued under an Indenture (the “Base Indenture”), as supplemented by a supplemental indenture with respect to the 2022 Notes and a supplemental indenture with respect to the 2027 Notes, each to be dated as of the Closing Date (collectively, the “Supplemental Indentures” and, together with the Base Indenture, the “Indenture”), between the Company and U.S. Bank National Association, as trustee. The Indenture will contain covenants limiting the Company’s ability to: (1) create certain liens, (2) enter into certain sale and leaseback transactions and (3) merge, or consolidate or transfer, sell or lease all or substantially all of the Company’s assets. These covenants will be subject to important limitations and exceptions that will be described in the Indenture.

The 2022 Notes will bear interest at a rate of 3.000% per year and the 2027 Notes will bear interest at a rate of 4.125% per year, subject to adjustments from time to time if either Moody’s or S&P (or a substitute rating agency) downgrades (or downgrades and subsequently upgrades) the credit rating assigned to the 2022 Notes or the 2027 Notes, as applicable, as set forth in more detail in the prospectus supplement filed by the Company with the SEC on June 6, 2017. Interest on the 2022 Notes and the 2027 Notes is payable semi-annually on January 15 and July 15 of each year, beginning on January 15, 2018. The Notes will be unsecured, senior obligations and rank equal in right of payment to any of the Company’s existing and future senior unsecured indebtedness, senior in right of payment to any of the Company’s future subordinated indebtedness, effectively subordinated in right of payment to any of the Company’s subsidiaries’ obligations (including secured and unsecured obligations) and effectively subordinated in right of payment to any of the Company’s secured obligations, to the extent of the assets securing such obligations.

The description of the Underwriting Agreement and the Indenture in this Form 8-K is a summary of, and is qualified in its entirety by, the terms of the Underwriting Agreement and the Indenture. A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Form 8-K and is incorporated herein by reference. Copies of the Supplemental Indentures will be subsequently filed in a Current Report on Form 8-K on or promptly following the Closing Date.

Item 8.01 Other Events.

On June 6, 2017, the Company issued a press release announcing the pricing of its public offering of \$400,000,000 aggregate principal amount of 3.000% senior unsecured notes due 2022 and \$600,000,000 aggregate principal amount of 4.125% senior unsecured notes due 2027. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits
- 1.1 Underwriting Agreement, dated as of June 6, 2017, among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein.
 - 99.1 Press Release issued by Coach, Inc. on June 6, 2017, announcing the pricing of its underwritten public offering of \$400,000,000 aggregate principal amount of 3.000% senior unsecured notes due 2022 and \$600,000,000 aggregate principal amount of 4.125% senior unsecured notes due 2027.
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SIGNATURE

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 hereunto duly authorized.

Dated: June 6, 2017

COACH, INC.

By: /s/ Todd Kahn
Todd Kahn
President, Chief Administrative Officer & Secretary

Exhibit No.	Description
1.1	Underwriting Agreement, dated as of June 6, 2017, among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein.
99.1	Press Release issued by Coach, Inc. on June 6, 2017, announcing the pricing of its underwritten public offering of \$400,000,000 aggregate principal amount of 3.000% senior unsecured notes due 2022 and \$600,000,000 aggregate principal amount of 4.125% senior unsecured notes due 2027.

FOR IMMEDIATE RELEASE

Coach, Inc. Prices \$1 Billion of Senior Unsecured Notes

New York – June 6, 2017 – Coach, Inc. (NYSE: COH) (SEHK: 6388), a leading New York design house of modern luxury accessories and lifestyle brands, today announced the pricing of senior unsecured notes for an aggregate principal amount of \$1 billion, consisting of \$400 million aggregate principal amount of 3.000% senior unsecured notes due 2022 (the “2022 Notes”) and \$600 million aggregate principal amount of 4.125% senior unsecured notes due 2027 (the “2027 Notes,” and together with the 2022 Notes, the “Notes”).

The offering is expected to close, subject to normal closing conditions, on June 20, 2017. As previously announced on May 8, 2017, Coach entered into an agreement to acquire Kate Spade & Company (NYSE: KATE). Coach intends to use the proceeds from this offering, together with cash on hand and cash on hand at Kate Spade and term loans, to fund the purchase price for the acquisition and pay related fees and expenses.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction. The offering of securities may be made only by means of a prospectus supplement and accompanying prospectus. Copies of the prospectus and related supplement may be obtained by contacting any of those joint book-running managers whose contact information is listed at the bottom of this announcement.

 **COACH**
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About Coach

Coach, Inc. is a leading New York design house of modern luxury accessories and lifestyle brands. The Coach brand was established in New York City in 1941, and has a rich heritage of pairing exceptional leathers and materials with innovative design. Coach is sold worldwide through Coach stores, select department stores and specialty stores, and through Coach's website. In 2015, Coach acquired Stuart Weitzman, a global leader in designer footwear, sold in more than 70 countries and through its website. Coach, Inc.'s common stock is traded on the New York Stock Exchange under the symbol COH and Coach's Hong Kong Depository Receipts are traded on The Stock Exchange of Hong Kong Limited under the symbol 6388.

Neither the Hong Kong Depository Receipts nor the Hong Kong Depository Shares evidenced thereby have been or will be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States or to, or for the account of, a U.S. Person (within the meaning of Regulation S under the Securities Act), absent registration or an applicable exemption from the registration requirements. Hedging transactions involving these securities may not be conducted unless in compliance with the Securities Act.

This press release contains forward-looking statements based on management's current expectations. In this context, forward-looking statements often address expected future business and financial performance and financial condition, and often contain words such as "expect," "anticipate," "intend," "plan," "believe," "seek," "see," "will," "would," "target," similar expressions, and variations or negatives of these words. Forward-looking statements by their nature address matters that are, to different degrees, uncertain, such as statements about the consummation of the proposed transaction and the anticipated benefits thereof. Such statements involve risks, uncertainties and assumptions. If such risks or uncertainties materialize or such assumptions prove incorrect, the results of Coach, Inc. and its consolidated subsidiaries could differ materially from those expressed or implied by such forward-looking statements and assumptions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including any statements regarding the expected benefits and costs of the tender offer, the merger and the other transactions contemplated by the merger agreement by and between Kate Spade & Company, Coach, Inc. and Chelsea Merger Sub Inc.; the expected timing of the completion of the tender offer and the merger; the ability of Coach, Inc. (and its subsidiary) and Kate Spade & Company to complete the tender offer and the merger considering the various conditions to the tender offer and the merger, some of which are outside the parties' control, including those conditions related to regulatory approvals; any statements of expectation or belief; and any statements of assumptions underlying any of the foregoing. Risks, uncertainties and assumptions include the possibility that expected benefits may not materialize as expected; that the tender offer and the merger may not be timely completed, if at all; that, prior to the completion of the transaction, Kate Spade & Company's business may not perform as expected due to transaction-related uncertainty or other factors; that the parties are unable to successfully implement integration strategies; and other risks that are described in Coach, Inc.'s latest Annual Report on Form 10-K and its other filings with the SEC. Coach, Inc. and Kate Spade & Company assume no obligation and do not intend to update these forward-looking statements.

BOOK-RUNNING MANAGERS:

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Incorporated

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