

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

**SCHEDULE TO**  
(RULE 14D-100)  
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 5)

**KATE SPADE & COMPANY**  
(Name of Subject Company)

**CHELSEA MERGER SUB INC.**  
(Offeror)

**COACH, INC.**  
(Names of Filing Persons)

COMMON STOCK, PAR VALUE \$1.00 PER SHARE  
(Title of Class of Securities)

485865109  
(CUSIP Number of Class of Securities)

Todd Kahn  
President, Chief Administrative Officer & Secretary  
Coach, Inc.  
10 Hudson Yards  
New York, New York 10001  
(212) 594-1850

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

*with copies to:*  
Brian Mangino, Esq.  
Fried, Frank, Harris, Shriver & Jacobson LLP  
801 17<sup>th</sup> Street NW  
Washington, District of Columbia 20006

**CALCULATION OF FILING FEE**

Transaction Valuation*	Amount of Filing Fee**
\$2,383,828,854.00	\$276,285.76

\* Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated by adding the sum of (i) 128,623,421 shares of common stock, par value \$1.00 per share (the "Shares"), of Kate Spade & Company, a Delaware corporation ("Kate Spade"), outstanding multiplied by the offer price of \$18.50 per Share, (ii) 351,250 Shares issuable pursuant to outstanding Kate Spade stock options with an exercise price less than the offer price of \$18.50 per Share, multiplied by \$11.34, which is the offer price of \$18.50 per Share minus the weighted average exercise price for such options of \$7.16 per Share and (iii) 16,886 Shares issuable pursuant to outstanding unvested restricted stock units, market share units and performance share units, which is an estimate of the maximum number of restricted stock units expected to vest after May 22, 2017 and prior to the consummation of the offer, multiplied by the offer price of \$18.50 per Share. The calculation of the filing fee is based on information provided by Kate Spade as of May 22, 2017.

\*\* The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2017, issued August 31, 2016, by multiplying the transaction valuation by 0.00011590.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$276,285.76 Filing Party: Chelsea Merger Sub Inc. and Coach, Inc.  
Form or Registration No.: Schedule TO Date Filed: May 26, 2017

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-4.

- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 5 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed by Coach, Inc., a Maryland corporation (“Parent”), and Chelsea Merger Sub Inc., a Delaware corporation (“Merger Sub”) and a wholly owned direct subsidiary of Parent, with the Securities and Exchange Commission on May 26, 2017 (together with any subsequent amendments and supplements thereto, the “Schedule TO”). The Schedule TO relates to the tender offer by Merger Sub for all of the outstanding shares of common stock, par value \$1.00 per share (“Shares”), of Kate Spade & Company, a Delaware corporation (“Kate Spade”), at a price of \$18.50 per share, net to the seller in cash, without interest thereon and less any applicable withholding taxes, upon the terms and conditions set forth in the offer to purchase dated May 26, 2017 (the “Offer to Purchase”), a copy of which is attached as Exhibit (a)(1)(A), and in the related letter of transmittal (the “Letter of Transmittal”), a copy of which is attached as Exhibit (a)(1)(B), which, as each may be amended or supplemented from time to time, collectively constitute the “Offer.”

All the information set forth in the Offer to Purchase, including Schedule I thereto, is incorporated by reference herein in response to Items 1 through 9 and Item 11 of this Schedule TO, and is supplemented by the information specifically provided in this Amendment. This Amendment is being filed to reflect certain updates as reflected below.

Capitalized terms used but not defined in this Amendment shall have the meanings assigned to such terms in the Schedule TO.

**Item 5. Past Contacts, Transactions, Negotiations and Agreements.**

**Regulation M-A Item 1005**

The Offer to Purchase and Item 5 of the Schedule TO are hereby amended and supplemented by adding the following text thereto:

1. The information set forth in Section 10 — “Background of the Offer; Past Contacts or Negotiations with Kate Spade — Background of the Offer” of the Offer to Purchase is hereby amended and supplemented by adding the paragraph set forth below immediately after the 30<sup>th</sup> paragraph in such section:

“On May 5, 2017, following agreement upon certain material terms of the Merger Agreement between Parent and Kate Spade, Mr. Leavitt and Deborah Lloyd, Kate Spade’s Chief Creative Officer, met with Mr. Luis at the offices of Parent to discuss certain specific employment retention arrangements for Mr. Leavitt and Ms. Lloyd. Additionally, later that day, Mr. Carrara had a telephone call with Mr. Luis to discuss certain specific employment retention arrangements for Mr. Carrara. No monetary terms were discussed during the discussions.”

**Item 11. Additional Information.**

**Regulation M-A Item 1011**

The Offer to Purchase and Item 11 of the Schedule TO are hereby amended and supplemented by adding the following text thereto:

1. The information set forth in Section 16 — “Certain Legal Matters; Regulatory Approvals — Compliance with the Japanese Anti Monopoly Act” of the Offer to Purchase is hereby amended and supplemented by deleting the last two sentences of such section and adding the following:

“The JFTC informed Parent on June 27, 2017 (Japan time), that the JFTC has cleared the transaction under the Japanese Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of April 14, 1947, as amended). Accordingly, the condition to the Offer relating to the expiration or termination of the waiting period applicable to the consummation of the Offer or Merger with respect to the Japanese Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of April 14, 1947, as amended) has been satisfied. As of June 27, 2017 (Japan time), the Regulatory Condition has been satisfied and all regulatory clearances have been obtained.”

2. The information set forth in Section 16 — “Certain Legal Matters; Regulatory Approvals” of the Offer to Purchase is hereby amended and supplemented by adding the paragraph set forth below immediately before the last paragraph in such section:

“Defendants believe that the claims asserted in the various complaints are entirely without merit. However, in order to alleviate the costs, risks and uncertainties inherent in litigation and provide additional information to the Kate Spade shareholders, Parent, Merger Sub, Kate Spade and the other named defendants in the complaints signed a memorandum of understanding to settle plaintiff stockholders’ claims, pursuant to which Kate Spade made certain additional disclosures set forth in Amendment No. 4 to the Schedule 14D-9 (the “Supplemental Disclosures”). Defendants, including Parent and Merger Sub, deny the allegations of the complaints, and deny any violations of law. With respect to such complaints, Defendants deny that any further supplemental disclosure was required under any applicable rule, statute, regulation or law. Defendants have not admitted wrongdoing of any kind, including but not limited to inadequacies in any disclosure, the materiality of any disclosure that the plaintiffs contend should have been made, or any violation of any federal or state law. Defendants believe that the Schedule TO and the Schedule 14D-9 disclosed all material information, and deny that the Supplemental Disclosures are material, or are otherwise required.”

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## SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: June 28, 2017

### **CHELSEA MERGER SUB INC.**

By: /s/ Todd Kahn  
Name: Todd Kahn  
Title: President & Secretary

### **COACH, INC.**

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

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)(A)	Offer to Purchase, dated May 26, 2017.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Press Release of Coach, Inc., dated May 8, 2017 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Coach, Inc. with the Securities and Exchange Commission on May 8, 2017).*
(a)(1)(G)	Summary Advertisement as published in <i>The Wall Street Journal</i> on May 26, 2017.*
(a)(1)(H)	Press Release of Coach, Inc., dated May 26, 2017.*
(a)(1)(I)	Investor Presentation, dated May 8, 2017. (incorporated by reference to Exhibit 99.1 to the Tender Offer Statement on Schedule TO filed by Coach, Inc. with the Securities and Exchange Commission on May 8, 2017).*
(a)(1)(J)	Leadership Briefing Packet. (incorporated by reference to Exhibit 99.2 to the Tender Offer Statement on Schedule TO filed by Coach, Inc. with the Securities and Exchange Commission on May 8, 2017).*
(a)(1)(K)	Vendor Letter, dated May 8, 2017. (incorporated by reference to Exhibit 99.3 to the Tender Offer Statement on Schedule TO filed by Coach, Inc. with the Securities and Exchange Commission on May 8, 2017).*
(a)(1)(L)	Employee Letter, dated May 8, 2017. (incorporated by reference to Exhibit 99.4 to the Tender Offer Statement on Schedule TO filed by Coach, Inc. with the Securities and Exchange Commission on May 8, 2017).*
(a)(1)(M)	Partner/Distributor Letter, dated May 8, 2017. (incorporated by reference to Exhibit 99.5 to the Tender Offer Statement on Schedule TO filed by Coach, Inc. with the Securities and Exchange Commission on May 8, 2017).*
(a)(1)(N)	Webcast Transcript, dated May 8, 2017. (incorporated by reference to Exhibit 99.6 to the Tender Offer Statement on Schedule TO filed by Coach, Inc. with the Securities and Exchange Commission on May 8, 2017).*
(a)(5)(A)	Class Action Complaint as filed May 31, 2017 (Rosenfeld vs. Kate Spade & Company, et al., Case No. 1:17-CV-04085 (S.D.N.Y)).*
(a)(5)(B)	Class Action Complaint as filed June 2, 2017 (Ali vs. Kate Spade & Co., et al., Case No. 1:17-CV-04125 (S.D.N.Y)).*
(a)(5)(C)	Class Action Complaint as filed June 2, 2017 (Steinberg vs. Kate Spade & Company, et al., Case No. 1:17-CV-04155 (S.D.N.Y)).*
(a)(5)(D)	Class Action Complaint as filed June 5, 2017 (Garcia vs. Kate Spade & Company, et al., Case No. 1:17-CV-04177 (S.D.N.Y)).*
(a)(5)(E)	Class Action Complaint as filed June 5, 2017 (Jauregui vs. Kate Spade & Company, et al., Case No. 1:17-CV-04205 (S.D.N.Y)).*
(a)(5)(F)	Press Release of Coach, Inc., dated June 23, 2017, announcing extension of Tender Offer.*
(b)(1)	Credit Agreement, dated as of May 30, 2017, by and among Coach, Inc., Bank of America, N.A., as administrative agent, the other agents party thereto, and a syndicate of banks and financial institutions (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Coach, Inc. with the Securities and Exchange Commission on May 31, 2017).*

- (b)(2) Underwriting Agreement, dated as of June 6, 2017, by and among Coach, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein (incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K filed by Coach, Inc. with the Securities and Exchange Commission on June 7, 2017).\*
- (d)(1) Agreement and Plan of Merger, dated as of May 7, 2017, by and among Kate Spade & Company, Coach, Inc., and Chelsea Merger Sub Inc. (incorporated by reference to Exhibit 2.1 to the Quarterly Report for the Quarterly Period Ended April 1, 2017, on Form 10-Q filed by Coach, Inc. with the Securities and Exchange Commission on May 10, 2017).\*
- (d)(2) Commitment Letter, dated May 7, 2017, among Coach, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Bank of America, N.A. (incorporated by reference to Exhibit 10.2 to the Quarterly Report for the Quarterly Period Ended April 1, 2017, on Form 10-Q filed by Coach, Inc. with the Securities and Exchange Commission on May 10, 2017).\*
- (d)(3) Confidentiality Agreement, dated January 7, 2017, between Coach, Inc. and Kate Spade & Company.\*

\* Previously filed.

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