SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 [*] Bickley Ian			2. Date of Event Requiring Statement (Month/Day/Year) 01/26/2015		3. Issuer Name and Ticker or Trading Symbol <u>COACH INC</u> [COH]					
(Last) (First) (Middle) 516 WEST 34TH STREET					4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) below) below)		(Mont 02/05	. If Amendment, Date of Original Filed Month/Day/Year) 2/05/2015		
					President, International Group		6. Indi Applic	dividual or Joint/Group Filing (Check icable Line)		
(Street) NEW YORK NY 10001					r resident, interna	uonai Oroup	X		One Reporting Person	
		10001							More than One	
(City) (Stat	ite)	(Zip)						Reporting Pe	rson	
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct or Indirect (I) (Instr. 5)	(D) (Instr. §	. Nature of Indirect Beneficial Ownership Instr. 5)			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)			
Restricted Stock Un	nit ⁽¹⁾		06/27/2015	(2)	Common Stock	16,398.405 ⁽³⁾	(4)	D		
Restricted Stock Unit ⁽⁵⁾		06/29/2013 ⁽⁶⁾	(2)	Common Stock	11,564.375 ⁽³⁾	(4)	D			
Restricted Stock Unit ⁽⁷⁾		08/14/2014 ⁽⁸⁾	(2)	Common Stock	4,804.628 ⁽³⁾	(4)	D			
Restricted Stock Unit ⁽⁹⁾		08/14/2016	(2)	Common Stock	19,690.69 ⁽³⁾	(4)	D			
Restricted Stock Unit ⁽¹⁰⁾		08/14/2017	(2)	Common Stock	19,633.524 ⁽³⁾	(4)	D			
Restricted Stock Un	nit ⁽⁷⁾		08/15/2013 ⁽¹¹⁾	(2)	Common Stock	2,350.747 ⁽³⁾	(4)	D		
Restricted Stock Un	nit ⁽⁷⁾		08/15/2015 ⁽¹²⁾	(2)	Common Stock	5,780.615 ⁽³⁾	(4)	D		

Explanation of Responses:

1. These securities were issued under the 2004 Stock Incentive Plan of the Issuer. These securities represent a total grant expected fair market value of \$800,000, assuming performance of the Company against specified performance goals (determined by the Human Resources Committee of Coach's Board of Directors) at Target levels. The actual award value may range from 0-133% of the Target value, depending on the Company's levelof the achievement of certain pre-set performance measures and goals over the stated periods. These securities include quarterly dividends received to date, which assumed the same attributes of the original RSU grant.

2. These securities do not expire.

3. These shares were previously included in an aggregate Restricted Stock Unit line item on the reporting person's original Form 3. The reporting person is amending the Form 3 to report, in detail, the attributes applicable to this Restricted Stock Unit grant.

4. These securities will convert on a 1-for-1 basis into shares of the issuer's common stock.

5. These securities were issued under the 2004 Stock Incentive Plan of the Issuer. These securities include quarterly dividends received to date, which assumed the same attributes of the original RSU grant. 6. These service-based securities vest in three equal installments, of which the first and second tranches have vested. These remaining RSUs will vest on June 27, 2015.

6. These service-based securities vest in three equal instalments, or which the first and second tranches have vested. These femalining RSUS will vest on June 27, 2015.

7. These securities were issued under the 2010 Stock Incentive Plan of the Issuer. These securities include quarterly dividends received to date, which assumed the same attributes of the original RSU grant. 8. These securities vest in three equal installments on the first, second and third anniversaries of the date of the grant. These remaining RSUs will vest on in equal installments on August 14, 2015 and August

14, 2016.
9. These securities were issued under the 2010 Stock Incentive Plan of the Issuer. 10,501 of these securities are service based. 9,189 of these securities represent a performance grant with expected fair market value of \$466,667, assuming performance of the Company against specified performance goals (determined by the Human Resources Committee of Coach's Board of Directors) at Target levels. The actual performance award value may range from 0-133% of the Target value, depending on the Company's level of the achievement of certain pre-set performance measures and goals over the stated periods. These securities include quarterly dividendsreceived to date, which assumed the same attributes of the original RSU grant.

10. These securities were issued under the 2010 Stock Incentive Plan of the Issuer. 9,816 of these securities are service-based. 9,817 of these securities represent a performance grant expected fair market value of \$350,000, assuming performance of the Company against specified performance goals (determined by the Human Resources Committee of Coach's Board of Directors) at Target levels. The actual performance award value may range from 0-170% of the Target value, depending on the Company's level of the achievement of certain pre-set performance measures and goals over the stated periods. These securities include quarterly dividends received to date, which assumed the same attributes of the original RSU grant.

11. These securities vest in three equal installments on the first, second and third anniversaries of the date of the grant. These remaining RSUs will vest on August 15, 2015.

12. These service-based securities will vest on the third anniversary of the date of grant, based solely on the reporting person's continued employment with the issuer. Unvested units are cancelled upon termination of the reporting person's employment.

Remarks:

This amendment is being filed to correctly state in detail the attributes for each Restricted Stock Unit security held.

 David Howard, pursuant to a

 Power of Attorney filed with
 02/1

 the Commission
 02/1

02/10/2015

** 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.