

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1

to
FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended June 30, 2001

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number: 1-16153

COACH, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

52-2242751
(I.R.S. Employer
Identification No.)

516 West 34th Street, New York, NY
(Address of principal executive offices)

10001
(Zip Code)

(212) 594-1850

(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class

Name of Each Exchange on which Registered

Common Stock, par value \$.01 per share

New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The approximate aggregate market value of the voting and non-voting stock held by non-affiliates of the registrant was approximately \$1,582,500,000 as of August 31, 2001. For purposes of determining this amount only, the registrant has excluded shares of common stock held by directors and officers. Exclusion of shares held by any person should not be construed to indicate that such person possesses the power, direct or indirect, to direct or cause the direction of the management or policies of the registrant, or that such person is controlled by or under common control with the registrant.

On August 31, 2001, the Registrant had 43,783,142 outstanding shares of common stock, which is the Registrant's only class of common stock.

Explanatory Note

This Amendment No. 1 to Form 10-K is filed solely to correct the Registrant's Form 10-K (filed with the Commission on September 21, 2001), which omitted the conformed signatures of the Registrant's officers and directors. All other substantive disclosure is unchanged.

PART IV

Item 14. Exhibits, Financial Statement Schedules and Reports on Form 8-K

- (a) Financial Statements and Financial Statement Schedules See the "Index to Financial Statements" which is located on page 38 of this report.
- (b) Exhibits. See the exhibit index which is included herein.
- (c) Reports on Form 8-K Current Report on Form 8-K filed with the Commission on May 9, 2001, reporting the registrant's adoption of a "poison pill" rights plan.

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SIGNATURES

Pursuant to the requirements of the Section 13 or 15(d) of the Securities Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

COACH, INC.

By: /s/ LEW FRANKFORT

Name: Lew Frankfort

Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated below on September 26, 2001.

Signature	Title
/s/ LEW FRANKFORT	Chairman, Chief Executive Officer and Director
Lew Frankfort /s/ KEITH MONDA	Executive Vice President, Chief Operating Officer and Director
Keith Monda /s/ RICHARD RANDALL	Senior Vice President and Chief Financial Officer (as principal financial officer and principal accounting officer of Coach)
Richard Randall /s/ JOSEPH ELLIS	Director
Joseph Ellis /s/ PAUL FULTON	Director
Paul Fulton /s/ GARY GROM	Director
Gary Grom /s/ IRENE MILLER	Director
Irene Miller /s/ MICHAEL MURPHY	Director
Michael Murphy	

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COACH, INC.

EXHIBITS TO FORM 10-K

For the Fiscal Year Ended June 30, 2001

Commission File No. 1-16153

- (a) Exhibits (numbered in accordance with Item 601 of Regulation S-K)

Exhibit
No.

Description

3.1	Amended and Restated Bylaws of Coach, Inc., dated May 3, 2001, which is incorporated herein by reference from Exhibit 3.1 to Coach's Current Report on Form 8-K filed on May 9, 2001.
3.2	Articles Supplementary of Coach, Inc., dated May 3, 2001, which is incorporated herein by reference from Exhibit 3.2 to Coach's Current Report on Form 8-K filed on May 9, 2001.
3.3	Articles of Amendment of Coach, Inc., dated May 3, 2001, which is incorporated herein by reference from Exhibit 3.3 to Coach's Current Report on Form 8-K filed on May 9, 2001.
4.1	Rights Agreement, dated as of May 3, 2001, between Coach, Inc. and Mellon Investor Services LLC, which is incorporated herein by reference from Exhibit 4 to Coach's Current Report on Form 8-K filed on May 9, 2001.
4.2	Specimen Certificate for Common Stock of Coach, which is incorporated herein by reference from Exhibit 4.1 to Coach's Registration Statement on Form S-1 (Registration No. 333-39502)
10.1	Revolving Credit Agreement by and between Coach, certain lenders and Fleet National Bank, which is incorporated herein by reference from Exhibit 10.18 to Coach's Registration Statement on Form S-4 (Registration No. 333-54402).
10.2	Master Separation Agreement between Coach and Sara Lee, which is incorporated herein by reference from Exhibit 2.1 to Coach's Registration Statement on Form S-1 (Registration No. 333-39502)
10.3	Tax Sharing Agreement between Coach and Sara Lee, which is incorporated herein by reference from Exhibit 2.2 to Coach's Registration Statement on Form S-1 (Registration No. 333-39502)
10.4	General Assignment and Assumption Agreement between Coach and Sara Lee, which is incorporated herein by reference from Exhibit 2.3 to Coach's Registration Statement on Form S-1 (Registration No. 333-39502)
10.5	Employee Matters Agreement between Coach and Sara Lee, which is incorporated by reference herein from Exhibit 2.4 to Coach's Form 10-Q for the quarterly period ended September 30, 2000, filed with the Commission on November 14, 2000
10.6	Real Estate Matters Agreement between Coach and Sara Lee, which is incorporated herein by reference from Exhibit 2.5 to Coach's Registration Statement on Form S-1 (Registration No. 333-39502)
10.7	Master Transitional Services Agreement between Coach and Sara Lee, which is incorporated herein by reference from Exhibit 2.6 to Coach's Registration Statement on Form S-1 (Registration No. 333-39502)
10.8	Indemnification and Insurance Matters Agreement between Coach and Sara Lee, which is incorporated herein by reference from Exhibit 2.7 to Coach's Registration Statement on Form S-1 (Registration No. 333-39502)
10.9	Lease Indemnification and Reimbursement Agreement between Sara Lee and Coach, which is incorporated herein by reference from Exhibit 2.10 to Coach's Registration Statement on Form S-1 (Registration No. 333-39502)
10.10	Coach, Inc. 2000 Stock Incentive Plan*
10.11	Coach, Inc. Executive Deferred Compensation Plan*
10.12	Coach, Inc. Performance-Based Annual Incentive Plan*
10.13	Coach, Inc. 2000 Non-Employee Director Stock Plan*
10.14	Coach, Inc. Non-Qualified Deferred Compensation Plan for Outside Directors*

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Exhibit No.	Description
10.15	Jacksonville, FL Lease Agreement, which is incorporated herein by reference from Exhibit 10.6 to Coach's Registration Statement on Form S-1 (Registration No. 333-39502)
10.16	New York, NY Lease Agreement, which is incorporated herein by reference from Exhibit 10.7 to Coach's Registration Statement on Form S-1 (Registration No. 333-39502)
10.17	Secured Loan Agreement dated July 26, 2001 between Coach and Reed Krakoff*
10.18	Pledge, Assignment and Security Agreement dated July 26, 2001 between Coach and Reed Krakoff*
21.1	List of Subsidiaries of Coach*
23.1	Consent of Arthur Andersen LLP*

* Previously filed

(b) Reports on Form 8-K

Current Report on Form 8-K, filed with the Commission on May 9, 2001.

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