

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

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**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.)

**10 Hudson Yards, New York, NY**

(Address of Principal Executive Offices)

**10001**

(Zip Code)

**Amended and Restated Coach, Inc. 2010 Stock Incentive Plan  
(Amended and Restated as of September 23, 2016)  
Amended and Restated Coach, Inc. 2001 Employee Stock Purchase Plan  
(Full Title of Plan)**

**Todd Kahn, Esq.**

**President, Chief Administrative Officer and Secretary**

**10 Hudson Yards**

**New York, NY 10001**

(Name and address  
of agent for service)

(212) 594-1850

(Telephone number, including area code, of agent for service)

Indicate by a check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting  
company

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be Registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee (2)
Common Stock, \$0.01 par value per share	6,500,000 Shares	\$35.58	\$231,237,500	\$26,800

(1) This Registration Statement is being filed to register 5,000,000 shares of common stock, par value \$0.01 per share, of Coach, Inc. that may be issued pursuant to the Amended and Restated Coach, Inc. 2010 Stock Incentive Plan (Amended and Restated as of September 23, 2016) (the "Amended Stock Incentive Plan"); and 1,500,000 shares of common stock, par value \$0.01 per share, of Coach, Inc. that may be issued pursuant to the Amended and Restated Coach, Inc. 2001 Employee Stock Purchase Plan (the "ESPP"). Pursuant to Rule 416 of the Securities Act of 1933, as amended, this Registration Statement also covers such additional and indeterminate number of shares that may be issuable under the Stock Incentive Plan or the ESPP as the result of any future stock split, stock dividend or similar adjustments.

(2) Estimated solely for purposes of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, based upon the average of the high and low price of the Registrant's Common Stock on November 4, 2016 as reported on the New York Stock Exchange. Pursuant to General Instruction E to Form S-8, a filing fee is being paid only with respect to the registration of additional securities for each of the Stock Incentive Plan and the ESPP.



## EXPLANATORY NOTE

Coach, Inc., a Maryland corporation (the “Company”), filed (i) a Registration Statement on Form S-8 (File No. 333-172699) (the “2011 Registration Statement”) on March 9, 2011 registering 30,000,000 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), under the Coach, Inc. 2010 Stock Incentive Plan, (ii) a Registration Statement on Form S-8 (File No. 333-205331) (the “2015 Registration Statement”) on June 29, 2015 registering 7,900,000 shares of the Common Stock under the Amended and Restated Coach, Inc. 2010 Stock Incentive Plan; (iii) a Registration Statement on Form S-8 (File No. 333-209393) (the “2016 Registration Statement”) on February 4, 2016 registering 12,000,000 shares of the Common Stock under the Amended and Restated Coach, Inc. 2010 Stock Incentive Plan (Amended and Restated on September 18, 2015); and (iv) a Registration Statement on Form S-8 (File No. 333-82102) (the “2002 Registration Statement” and, together with the 2011 Registration Statement, the 2015 Registration Statement and the 2016 Registration Statement, the “Prior Registration Statements”) on February 4, 2002 registering 2,400,000 shares of Common Stock (on a post-stock split basis) under the Coach, Inc. 2001 Employee Stock Purchase Plan. The Company hereby incorporates by reference the contents of the Prior Registration Statements to the extent not otherwise amended or superseded by the contents of this Registration Statement on Form S-8 (this “Registration Statement”).

Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed to register an additional (i) 5,000,000 shares of Common Stock under the Amended Stock Incentive Plan and (ii) 1,500,000 shares of Common Stock under the ESPP. Each of the Amended Stock Incentive Plan and the ESPP was authorized by the Company’s stockholders at its 2016 Annual Meeting.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed by the Company are incorporated herein by reference:

- (a) The Company’s Annual Report on Form 10-K for the fiscal year ended July 2, 2016 (the “2016 Form 10-K”), filed with the Securities and Exchange Commission (the “Commission”) on August 19, 2016;
- (b) The Company’s Quarterly Report on Form 10-Q for the quarter ended October 1, 2016, filed with the Commission on November 9, 2016;
- (c) The Company’s Current Reports on Form 8-K filed with the Commission on August 2, 2016, August 3, 2016, August 22, 2016, August 26, 2016 and September 9, 2016;
- (d) The portions of the Company’s Definitive Proxy Statement on Schedule 14A (filed with the Commission on September 30, 2016) which were incorporated by reference into the Company’s 2016 Form 10-K; and
- (e) The description of the Common Stock contained in the Company’s registration statement on Form 8-A filed with the Commission on September 27, 2000, and any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities and Exchange Act of 1934, as amended, before filing a post-effective amendment to this Registration Statement that indicates that all of the shares of Common Stock offered have been sold or which deregisters all of such shares the remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. In no event, however, will any information that the Company discloses under Item 2.02 or 7.01 of any Current Report on Form 8-K (unless otherwise indicated therein), including any exhibits furnished with such report, that the Company may from time to time furnish to the Commission be incorporated by reference into, or otherwise become part of, this Registration Statement. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document, which is, or is deemed to be, incorporated by reference, herein modifies or supersedes such earlier statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit</u>
5.1*	Opinion of Venable LLP regarding legality of securities being registered
23.1*	Consent of Venable LLP (included as part of Exhibit 5.1 hereto)
23.2*	Consent of Deloitte & Touche LLP
24.1*	Powers of Attorney
99.1	Amended and Restated Coach, Inc. 2010 Stock Incentive Plan (Amended and Restated as of September 23, 2016) (incorporated by reference to Appendix B in the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on September 30, 2016).
99.2	Amended and Restated Coach, Inc. 2001 Employee Stock Purchase Plan (incorporated by reference to Appendix C in the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on September 30, 2016).

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\* Filed herewith.



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November 10, 2016

Coach, Inc.  
516 West 34th Street  
New York, New York 10001

Re: Coach, Inc. – Registration Statement on Form S-8

Ladies and Gentlemen:

We have served as Maryland counsel to Coach, Inc., a Maryland corporation (the “Company”), in connection with certain matters of Maryland law relating to the registration by the Company of up to an additional 6,500,000 shares (the “Shares”) of common stock, par value \$.01 per share (the “Common Stock”), of the Company covered by the Registration Statement on Form S-8, and all amendments thereto (the “Registration Statement”), as filed with the United States Securities and Exchange Commission (the “Commission”) by the Company on or about the date hereof under the Securities Act of 1933, as amended (the “1933 Act”). Up to 5,000,000 Shares will be issued pursuant to the Amended and Restated Coach, Inc. 2010 Stock Incentive Plan (Amended and Restated as of September 23, 2016) (the “Amended Stock Incentive Plan”), and up to 1,500,000 Shares will be issued pursuant to the Amended and Restated Coach, Inc. 2001 Employee Stock Purchase Plan (the “ESPP” and, together with the Amended Stock Incentive Plan, the “Plans”).

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the “Documents”):

1. The Registration Statement in the form in which it was transmitted to the Commission under the 1933 Act;
  2. The charter of the Company, certified by the State Department of Assessments and Taxation of Maryland (the “SDAT”);
  3. The Bylaws of the Company, certified as of the date hereof by an officer of the Company;
  4. Resolutions (the “Resolutions”) adopted by the Board of Directors of the Company (the “Board”) relating to the approval of the Plans and the issuance of the Shares, certified as of the date hereof by an officer of the Company;
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5. The Final Report of the Inspector of Election for the meeting of the stockholders of the Company held on November 10, 2016, at which the Plans were approved, certified as of the date hereof by an officer of the Company;

6. The Plans;

7. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;

8. A certificate executed by an officer of the Company, dated as of the date hereof; and

9. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth in this letter, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.

2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and the obligations of such party set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. Upon issuance of any of the Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue.

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Coach, Inc.  
November 10, 2016  
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6. Each option, restricted stock unit, deferred stock unit, right or other security exercisable or exchangeable for a Share will have been duly authorized, validly granted and duly exercised or exchanged in accordance with the terms of the Amended Stock Incentive Plan, including any option or similar agreement entered into in connection therewith, at the time of any exercise of such option, restricted stock unit, deferred stock unit, right or other security.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company has been duly incorporated and is validly existing under the laws of the State of Maryland and is in good standing with the SDAT.

2. The Shares have been duly authorized and, when and if issued and delivered against payment therefor in accordance with the applicable Plan, the Resolutions and any other resolutions of the Board or a duly authorized committee thereof relating thereto, will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning any other law. We express no opinion as to compliance with any federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours

/s/ Venable LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports relating to the consolidated financial statements and consolidated financial statement schedule of Coach, Inc. and subsidiaries (the "Company") and the effectiveness of the Company's internal control over financial reporting dated August 19, 2016, appearing in the Annual Report on Form 10-K of the Company for the year ended July 2, 2016.

/s/ Deloitte & Touche LLP

New York, New York  
November 10, 2016



IN WITNESS WHEREOF, I, the undersigned, have executed this Limited Power of Attorney as of this 10th day of November, 2016.

/s/ JIDE ZEITLIN

**Jide Zeitlin**