

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Tapestry, Inc.

(Exact name of registrant as specified in its charter)

Maryland

(State or Other Jurisdiction of Incorporation or Organization)

2-2242751

(I.R.S. Employer Identification No.)

**10 Hudson Yards
New York, NY 10001**

(Address, including zip code, of registrant's principal executive offices)

Amended and Restated Tapestry, Inc. 2018 Stock Incentive Plan
(Full Title of Plan)

Todd Kahn, Esq.
President, Chief Administrative Officer, Chief Legal Officer and Secretary
10 Hudson Yards
New York, NY 10001
(212) 946-8400

(Name and address, including zip code, and telephone number, including area code,
of agent for service)

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

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If any 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 7(a)(2)(B) of the Securities Act.

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
Common Stock, \$0.01 par value	8,250,000 Shares	\$ 26.61	\$ 219,532.50	\$ 28,495.32
(1)	Includes an indeterminate number of additional shares that may be issued to adjust the number of shares issued pursuant to the plan described herein as the result of any future stock split, stock dividend or similar adjustment of Registrant's outstanding Common Stock.			
(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, 2019 as reported on the New York Stock Exchange.			

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 (this “Registration Statement”) is being filed to register an additional 8,250,000 shares of common stock, \$0.01 par value per share (“Common Stock”), of Tapestry, Inc., a Maryland corporation (the “Company”), under the Amended and Restated Tapestry, Inc. 2018 Stock Incentive Plan (the “Amended Stock Incentive Plan”). The Amended Stock Incentive Plan was authorized by the Company’s stockholders at its 2019 Annual Meeting.

The Company filed a Registration Statement on Form S-8 (File No. 333-228281) (the “2018 Registration Statement”) on November 8, 2018 registering 23,998,639 shares of the Common Stock under the Tapestry, Inc. 2018 Stock Incentive Plan. The Company hereby incorporates by reference the contents of the 2018 Registration Statement to the extent not otherwise amended or superseded by the contents of this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain 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 June 29, 2019 (the “2019 Form 10-K”), filed with the Securities and Exchange Commission (the “Commission”) on August 15, 2019;
- (b) The Company’s Quarterly Report on [Form 10-Q](#) for the quarter ended September 28, 2019, filed with the Commission on November 7, 2019;
- (c) The Company’s Current Reports on Form 8-K filed with the Securities and Exchange Commission on [August 15, 2019](#) (other than such information therein that is deemed to have been furnished rather than filed in accordance with SEC rules), [September 4, 2019](#), [October 24, 2019](#) and [November 5, 2019](#) (other than such information therein that is deemed to have been furnished rather than filed in accordance with SEC rules), respectively;
- (d) The portions of the Company’s [Definitive Proxy Statement](#) on Schedule 14A (filed with the Commission on September 27, 2019), which were incorporated by reference into the Company’s 2019 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; and
- (f) All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, 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.

Any statement contained 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 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.

Item 8. Exhibits.

Exhibit No. Exhibit

[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 Tapestry, Inc. 2018 Stock Incentive Plan (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 27, 2019)

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on November 7, 2019.

TAPESTRY, INC.

By: Jide Zeitlin

Name: Jide Zeitlin

Title: Chairman & Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

PRINCIPAL EXECUTIVE, FINANCIAL & ACCOUNTING OFFICERS AND DIRECTORS:

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jide Zeitlin</u> Jide Zeitlin	Chairman & Chief Executive Officer (Principal Executive Officer)	November 7, 2019
<u>/s/ Joanne Crevoiserat</u> Joanne Crevoiserat	Chief Financial Officer (Principal Financial Officer)	November 7, 2019
<u>/s/ Brian Satenstein</u> Brian Satenstein	Controller (Principal Accounting Officer)	November 7, 2019
<u>*</u> Darrell Cavens	Director	November 7, 2019
<u>*</u> David Denton	Director	November 7, 2019
<u>*</u> Anne Gates	Director	November 7, 2019
<u>*</u> Andrea Guerra	Director	November 7, 2019
<u>*</u> Susan Kropf	Director	November 7, 2019
<u>*</u> Annabelle Yu Long	Director	November 7, 2019
<u>*</u> Ivan Menezes	Director	November 7, 2019

*By: /s/ Jide Zeitlin
Jide Zeitlin
Attorney-in-Fact

November 7, 2019

Tapestry, Inc.
10 Hudson Yards
New York, New York 10001

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

Ladies and Gentlemen:

We have served as Maryland counsel to Tapestry, Inc., a Maryland corporation (the “Company”), in connection with certain matters of Maryland law relating to the registration by the Company of up to 8,250,000 shares (the “Shares”) of common stock, par value \$.01 per share (the “Common Stock”), of the Company, that the Company may issue pursuant to the Tapestry, Inc. 2018 Amended and Restated Stock Incentive Plan (the “Plan”), 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”).

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 Plan and the issuance of the Shares, certified as of the date hereof by an officer of the Company;
 5. The Final Report of the Inspector of Election for the 2019 Annual Meeting of Stockholders of the Company held on November 7, 2019, approving the Plan, certified as of the date hereof by an officer of the Company;
 6. The Plan, certified as of the date hereof by an officer of the Company;
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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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6. Each option, restricted stock award, restricted stock unit award, performance award, dividend equivalent award, deferred stock award, deferred stock unit award, stock payment award, stock appreciation 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 Plan, including any stock option, restricted stock or similar agreement entered into in connection therewith, at the time of any exercise of such option, restricted stock award, restricted stock unit award, performance award, dividend equivalent award, deferred stock award, deferred stock unit award, stock payment award, stock appreciation 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 in accordance with the Plan, the Resolutions and any stock option agreement, restricted stock agreement or other form of award agreement utilized under the Plan, will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the substantive laws of the State of Maryland, and we do not express any opinion herein concerning federal law or the laws of any other state. 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 financial statement schedule of Tapestry, Inc. and subsidiaries, and the effectiveness of the Tapestry, Inc. and subsidiaries' internal control over financial reporting dated August 15, 2019, appearing in the Annual Report on Form 10-K of Tapestry, Inc. for the year ended June 29, 2019.

/s/ Deloitte & Touche LLP

New York, New York
November 7, 2019

Limited Power of Attorney
(Form S-8)

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, a director of TAPESTRY, INC., a Maryland corporation (“the Company”), does hereby constitute and appoint Jide Zeitlin and Joanne Crevoiserat and either of them, with the full power of substitution and resubstitution, the true and lawful attorney-in-fact and agent of the undersigned, to do or cause to be done any and all acts and things and to execute any and all instruments and documents which said attorney-in-fact and agent may deem advisable or necessary to enable the Company to comply with the Securities Act of 1933, as amended (the “Securities Act”), and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration of the securities of the Company being registered on the Registration Statement on Form S-8 to which this power of attorney is filed as an exhibit (the “Securities”), including specifically, but without limiting the generality of the foregoing, power and authority to sign, in the name and on behalf of the undersigned as a director of the Company, the Registration Statement on Form S-8 to which this power of attorney is filed as an exhibit, a Registration Statement under Rule 462(b) of the Securities Act, or another appropriate form in respect of the registration of the Securities, and any and all amendments and supplements thereto, including post-effective amendments, and any instruments, contracts, documents or other writings of which the originals or copies thereof are to be filed as a part of, or in connection with, any such Registration Statement or any other appropriate form or amendments thereto, and to file or cause to be filed the same with the Securities and Exchange Commission, and to effect any and all applications and other instruments in the name and on behalf of the undersigned which said attorney-in-fact and agent deem advisable in order to qualify or register the Securities under the securities laws of any of the several States or other jurisdictions; and the undersigned does hereby ratify all that said attorney-in-fact and agent shall do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, I, the undersigned, have executed this Limited Power of Attorney as of this 7th day of November, 2019.

/s/ Darrell Cavens

Darrell Cavens

IN WITNESS WHEREOF, I, the undersigned, have executed this Limited Power of Attorney as of this 5th day of November, 2019.

/s/ David Denton

David Denton

IN WITNESS WHEREOF, I, the undersigned, have executed this Limited Power of Attorney as of this 7th day of November, 2019.

/s/ Anne Gates

Anne Gates

IN WITNESS WHEREOF, I, the undersigned, have executed this Limited Power of Attorney as of this 7th day of November, 2019.

/s/ Andrea Guerra

Andrea Guerra

IN WITNESS WHEREOF, I, the undersigned, have executed this Limited Power of Attorney as of this 7th day of November, 2019.

/s/ Susan Kropf

Susan Kropf

IN WITNESS WHEREOF, I, the undersigned, have executed this Limited Power of Attorney as of this 7th day of November, 2019.

/s/ Annabelle Yu Long

Annabelle Yu Long

IN WITNESS WHEREOF, I, the undersigned, have executed this Limited Power of Attorney as of this 7th day of November, 2019.

/s/ Ivan Menezes

Ivan Menezes
