

**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)

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

**10 Hudson Yards  
New York, NY 10001**  
(Address, including zip code, of registrant's principal executive offices)

**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) 594-1850**  
(Name and address, including zip code, and 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.

Large accelerated filer ☒  
Non-accelerated filer ☐

(Do not check if a smaller reporting company)

Accelerated filer ☐  
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
Common Stock, \$0.01 par value	23,998,639 Shares	\$ 42.10	\$ 1,010,342,701.90	\$ 122,453.54

- (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 6, 2018 as reported on the New York Stock Exchange.

**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information.**

Not required to be filed with this Registration Statement.

**Item 2. Registrant Information and Employee Plan Annual Information.**

Not required to be filed with this Registration Statement.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Certain Documents by Reference.**

The following documents filed by Tapestry, Inc. (the “Company”) are incorporated herein by reference:

- (a) The Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2018 (the “2018 Form 10-K”), filed with the Securities and Exchange Commission (the “Commission”) on August 16, 2018;
- (b) The Company’s Quarterly Reports on Form 10-Q for the quarters ended September 29, 2018, filed with the Commission on November 8, 2018;
- (c) The Company’s Current Reports on Form 8-K filed with the Securities and Exchange Commission on July 10, 2018, July 16, 2018, July 20, 2018, August 10, 2018, August 10, 2018, August 14, 2018 (other than such information therein that is deemed to have been furnished rather than filed in accordance with SEC rules), September 28, 2018, October 30, 2018 (other than such information therein that is deemed to have been furnished rather than filed in accordance with SEC rules), November 6, 2018, November 8, 2018 and November 8, 2018, respectively;
- (d) The portions of the Company’s Definitive Proxy Statement on Schedule 14A (filed with the Commission on September 28, 2018) which were incorporated by reference into the Company’s 2018 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 4. Description of Securities**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

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## **Item 6. Indemnification of Directors and Officers.**

The Company is incorporated in Maryland. Section 2-405.2 of the Maryland General Corporation Law permits a Maryland corporation to include in its charter a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages except for liability resulting from (a) actual receipt of an improper benefit or profit in money, property or services or (b) active and deliberate dishonesty established by a final judgment as material to the cause of action. The Company's charter contains such a provision which eliminates directors' and officers' liability to the maximum extent permitted by Maryland law.

The Company's charter authorizes it and the bylaws obligate it, to the maximum extent permitted by Maryland law, to indemnify any present or former director or officer or any individual who has agreed to become a director or officer or who, while a director or officer of the Company and at the request of the Company, serves or has served another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise as a director, officer, employee or agent from and against any claim or liability to which that person may become subject or which that person may incur by reason of his or her status as a present or former director or officer, or a person who has agreed to become a director or officer, of the Company and to pay or reimburse their reasonable expenses in advance of final disposition of a proceeding. The charter and bylaws also permit the Company, with the approval of the Board of Directors, to indemnify and advance expenses to any person who served a predecessor of the Company in any of the capacities described above and any employee or agent of the Company or a predecessor of the Company.

Maryland law requires a corporation (unless its charter provides otherwise, which the Company charter does not) to indemnify a director or officer who has been successful, on the merits or otherwise, in the defense of any proceeding to which he is made a party by reason of his service in that capacity. Maryland law permits a corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made a party by reason of their service in those or other capacities unless it is established that (a) the act or omission of the director or officer was material to the matter giving rise to the proceeding and (1) was committed in bad faith or (2) was the result of active and deliberate dishonesty, (b) the director or officer actually received an improper personal benefit in money, property or services or (c) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful. However, under Maryland law, a Maryland corporation may not indemnify for an adverse judgment in a suit by or in the right of the corporation or for a judgment of liability on the basis that personal benefit was improperly received, unless in either case a court orders indemnification and then only for expenses. In addition, Maryland law permits a corporation to advance reasonable expenses to a director or officer upon the corporation's receipt of (x) a written affirmation by the director or officer of his good faith belief that he has met the standard of conduct necessary for indemnification by the corporation and (y) a written undertaking by him or on his behalf to repay the amount paid or reimbursed by the corporation if it is ultimately determined that the standard of conduct was not met.

Certain of the Company's employee benefit plans provide indemnification of directors and other agents against certain claims arising from administration of such plans.

The Company maintains liability insurance for its directors and officers covering, subject to certain exceptions, any actual or alleged negligent act, error, omission, misstatement, misleading statement, neglect or breach of duty by such directors or officers, individually or collectively, in the discharge of their duties in their capacity as directors and officers of the Company.

## **Item 7. Exemption from Registration Claimed.**

Not applicable.

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**Item 8. Exhibits.**

<u>Exhibit No.</u>	<u>Exhibit</u>
3.1	Amended and Restated Bylaws of Tapestry, Inc., dated October 31, 2017, which is incorporated herein by reference from Exhibit 3.2 to the Company's Current Report on Form 8-K filed on October 31, 2017
3.2	Articles of Incorporation, dated June 1, 2000, incorporated by reference to the S-1 filed on June 16, 2000
3.3	Articles Supplementary of Coach, Inc., dated May 3, 2001, which is incorporated herein by reference from Exhibit 3.2 to the Company's Current Report on Form 8-K filed on May 9, 2001
3.4	Articles of Amendment of Coach, Inc., dated May 3, 2001, which is incorporated herein by reference from Exhibit 3.3 to the Company's Current Report on Form 8-K filed on May 9, 2001
3.5	Articles of Amendment to Charter of Tapestry, Inc., effective as of October 31, 2017, which is incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on October 31, 2017
3.6	Specimen Certificate for Common Stock of Tapestry, Inc., which is incorporated herein by reference from Exhibit 4.1 to the Company's Annual Report on Form 10-K filed on August 16, 2018
4.1	Indenture, dated as of March 2, 2015, between Coach, Inc. and U.S. Bank National Association, as trustee, which is incorporated herein by reference from Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on March 2, 2015
4.2	First Supplemental Indenture, dated as of March 2, 2015, relating to the 4.250% senior unsecured notes due 2025, between Coach, Inc. and U.S. Bank National Association, as trustee, which is incorporated herein by reference from Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed on March 2, 2015
4.3	Form of 4.250% senior unsecured notes due 2025 (included in the First Supplemental Indenture), which is incorporated herein by reference from Exhibit 4.3 to the Registrant's Current Report on Form 8-K filed on March 2, 2015
4.4	Second Supplemental Indenture, dated as of June 20, 2017, relating to the 3.000% senior unsecured notes due 2022, between Coach, Inc. and U.S. Bank National Association, as trustee, which is incorporated by reference from Exhibit 4.1 to the Registrant's Current Report on Form 8-K, filed on June 20, 2017
4.5	Third Supplemental Indenture, dated as of June 20, 2017, relating to the 4.125% senior unsecured notes due 2027, between Coach, Inc. and U.S. Bank National Association, as trustee, which is incorporated by reference from Exhibit 4.2 to the Registrant's Current Report on Form 8-K, filed on June 20, 2017
4.6	Form of 3.000% senior unsecured notes due 2022 (included in the Second Supplemental Indenture), which is incorporated by reference from Exhibit 4.3 to the Registrant's Current Report on Form 8-K, filed on June 20, 2017
4.7	Form of 4.125% senior unsecured notes due 2027 (included in the Third Supplemental Indenture), which is incorporated by reference from Exhibit 4.4 to the Registrant's Current Report on Form 8-K, filed on June 20, 2017
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	Tapestry, Inc. 2018 Stock Incentive Plan (incorporated by reference to Appendix A in the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on September 28, 2018)

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\* Filed herewith.

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## Item 9. Undertakings.

The undersigned Registrant hereby undertakes as follows:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(5) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described in Item 6, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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## 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 8, 2018.

**TAPESTRY, INC.**

By: /s/ Victor Luis

Name: Victor Luis

Title: Chief Executive Officer and Director

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/ Victor Luis</u> Victor Luis	Chief Executive Officer and Director (Principal Executive Officer)	November 8, 2018
<u>/s/ Kevin Wills</u> Kevin Wills	Chief Financial Officer (Principal Financial Officer)	November 8, 2018
<u>/s/ Brian Satenstein</u> Brian Satenstein	Controller (Principal Accounting Officer)	November 8, 2018
<u>*</u> Jide Zeitlin	Chairman & Director	November 8, 2018
<u>*</u> Darrell Cavens	Director	November 8, 2018
<u>*</u> David Denton	Director	November 8, 2018
<u>*</u> Anne Gates	Director	November 8, 2018
<u>*</u> Andrea Guerra	Director	November 8, 2018
<u>*</u> Susan Kropf	Director	November 8, 2018
<u>*</u> Annabelle Yu Long	Director	November 8, 2018
<u>*</u> Ivan Menezes	Director	November 8, 2018

\*By: /s/ Victor Luis  
**Victor Luis**  
**Attorney-in-Fact**

## EXHIBIT INDEX

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<a href="#"><u>99.1</u></a>	<a href="#"><u>Tapestry, Inc. 2018 Stock Incentive Plan (incorporated by reference to Appendix A in the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on September 28, 2018)</u></a>

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\* Filed herewith.



750 E. PRATT STREET SUITE 900 BALTIMORE, MD 21202  
T 410.244.7400 F 410.244.7742 www.Venable.com

November 8, 2018

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 23,998,639 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 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 2018 Annual Meeting of Stockholders of the Company held on November 8, 2018, 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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Tapestry, Inc.  
November 8, 2018  
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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.

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.

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Tapestry, Inc.  
November 8, 2018  
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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 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 financial statement schedule of Tapestry, Inc. and subsidiaries, and the effectiveness of the Tapestry, Inc. and subsidiaries' internal control over financial reporting dated August 16, 2018, appearing in the Annual Report on Form 10-K of the Tapestry Inc. for the year ended June 30, 2018.

/s/ Deloitte & Touche LLP

New York, New York  
November 8, 2018

**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 Victor Luis and Kevin Wills 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 8th day of November, 2018.

/s/ Darrell Cavens

**Darrell Cavens**

IN WITNESS WHEREOF, I, the undersigned, have executed this Limited Power of Attorney as of this 7th day of November, 2018.

/s/ David Denton

**David Denton**

IN WITNESS WHEREOF, I, the undersigned, have executed this Limited Power of Attorney as of this 8th day of November, 2018.

/s/ Anne Gates

**Anne Gates**

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IN WITNESS WHEREOF, I, the undersigned, have executed this Limited Power of Attorney as of this 8th day of November, 2018.

/s/ Andrea Guerra

**Andrea Guerra**

IN WITNESS WHEREOF, I, the undersigned, have executed this Limited Power of Attorney as of this 8th day of November, 2018.

/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, 2018.

/s/ Annabelle Yu Long

**Annabelle Yu Long**

IN WITNESS WHEREOF, I, the undersigned, have executed this Limited Power of Attorney as of this 8th day of November, 2018.

/s/ Ivan Menezes

**Ivan Menezes**

IN WITNESS WHEREOF, I, the undersigned, have executed this Limited Power of Attorney as of this 8th day of November, 2018.

/s/ Jide Zeitlin

**Jide Zeitlin**