

RALPH LAUREN CORP
Form SC 13G/A
February 10, 2017

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 15)*

RALPH LAUREN CORPORATION

(Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

751212 10 1

(CUSIP Number)

December 31, 2016

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

- * The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 8 Pages

1. Name of Reporting Persons

Ralph Lauren, individually and as trustee

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

United States

5. Sole Voting Power:

11,392,127 (representing (i) 10,749,906 shares of Class B Common Stock, par value \$.01 per share (Class B Common Stock), immediately convertible into an equal number of shares of Class A Common Stock, par value \$.01 per share (Class A Common Stock), held by a revocable trust of which Mr. Lauren is the sole trustee and sole beneficiary, (ii) 45,358 shares of Class A Common Stock held directly, (iii) 35,854 shares of Class A Common Stock held by Mr. Lauren s revocable trust, and (iv) options representing the right to acquire 561,009 shares of Class A Common Stock).

6. Shared Voting Power:

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

13,502,326 (representing (i) 6,842,342 shares of Class B Common Stock owned by Lauren Family, L.L.C., a limited liability company of which Mr. Lauren has the power to remove and replace each manager, provided that the replacement manager is not related to or subordinate to Mr. Lauren, (ii) 2,370,956 shares of Class B Common Stock held by a trust of which Mr. Lauren has the power to remove and replace the trustees, provided that Mr. and Mrs. Lauren may not serve as the replacement trustees, established for the benefit of Mrs. Lauren s issue and (iii) 4,289,028 shares of Class B Common Stock held by trusts of which Mr. Lauren has the power to remove and replace the trustees, provided that the replacement trustee is not related to or subordinate to Mr. Lauren, established for the benefit of Mr. Lauren s issue; each of the shares of Class B Common stock in (i) through (iii) above is immediately convertible into an equal number of shares of Class A Common Stock).

7. Sole Dispositive Power:

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11,392,127 (representing (i) 10,749,906 shares of Class B Common Stock immediately convertible into an equal number of shares of Class A Common Stock held by a revocable trust of which Mr. Lauren is the sole trustee and sole beneficiary, (ii) 45,358 shares of Class A Common Stock held directly, (iii) 35,854 shares of Class A Common Stock held by Mr. Lauren's revocable trust and (iv) options representing the right to acquire 561,009 shares of Class A Common Stock).

8. Shared Dispositive Power:

13,502,326 (representing (i) 6,842,342 shares of Class B Common Stock owned by Lauren Family, L.L.C., a limited liability company of which Mr. Lauren has the power to remove and replace each manager, provided that the replacement manager is not related to or subordinate to Mr. Lauren, (ii) 2,370,956 shares of Class B Common Stock held by a trust of which Mr. Lauren has the power to remove and replace the trustees provided that Mr. and Mrs. Lauren may not serve as the replacement trustees, established for the benefit of Mrs. Lauren's issue and (iii) 4,289,028 shares of Class B Common Stock held by trusts of which Mr. Lauren has the power to remove and replace the trustees, provided that the replacement trustee is not related to or subordinate to Mr. Lauren, established for the benefit of Mr. Lauren's issue; each of the shares of Class B Common stock in (i) through (iii) above is immediately convertible into an equal number of shares of Class A Common Stock).

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

24,894,453 (representing 24,252,232 shares of Class B Common Stock immediately convertible into an equal number of shares of Class A Common Stock, 81,212 shares of Class A Common Stock and options representing the right to acquire 561,009 shares of Class A Common Stock).

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

30.7%

12. Type of Reporting Person (See Instructions):

IN

1. Name of Reporting Persons

Ricky Lauren, individually and as trustee of various trusts

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

United States

5. Sole Voting Power:

1,629,044 (representing shares of Class B Common Stock held by a revocable trust of which Mrs. Lauren is the sole trustee and sole beneficiary which are immediately convertible into an equal number of shares of Class A Common Stock).

NUMBER OF

6. Shared Voting Power:

SHARES

BENEFICIALLY

4,289,028 (representing shares of Class B Common Stock held by trusts of which Mrs. Lauren is a trustee established for the benefit of Mr. Lauren's issue which are immediately convertible into an equal number of shares of Class A Common Stock).

OWNED BY

7. Sole Dispositive Power:

EACH

REPORTING

PERSON

1,629,044 (representing shares of Class B Common Stock held by a revocable trust of which Mrs. Lauren is the sole trustee and sole beneficiary, which are immediately convertible into an equal number of shares of Class A Common Stock).

WITH

8. Shared Dispositive Power:

4,289,028 (representing shares of Class B Common Stock held by trusts of which Mrs. Lauren is a trustee established for the benefit of Mr. Lauren's issue which are immediately convertible into an equal number of shares of Class A Common Stock).

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

5,918,072 (representing shares of Class B Common Stock immediately convertible into an equal number of shares of Class A Common Stock).

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

9.5%

12. Type of Reporting Person (See Instructions):

IN

1. Name of Reporting Persons

Lauren Family, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

**NUMBER OF
SHARES**

-0-

6. Shared Voting Power:

BENEFICIALLY

**OWNED BY
EACH**

6,842,342 (representing shares of Class B Common Stock immediately convertible into an equal number of shares of Class A Common Stock).

7. Sole Dispositive Power:

REPORTING

**PERSON
WITH**

-0-

8. Shared Dispositive Power:

6,842,342 (representing shares of Class B Common Stock immediately convertible into an equal number of shares of Class A Common Stock).

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

6,842,342 (representing shares of Class B Common Stock immediately convertible into an equal number of shares of Class A Common Stock).

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

10.8%

12. Type of Reporting Person (See Instructions):

OO

CUSIP No. 751212 10 1

SCHEDULE 13G

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Item 1(a). Name of Issuer:

Ralph Lauren Corporation (the Issuer)

Item 1(b). Address of Issuer's Principal Executive Offices:

650 Madison Avenue, New York, New York 10022

Item 2(a). Name of Person Filing:

This Schedule 13G is filed by:

- (i) Ralph Lauren, individually and as trustee
- (ii) Ricky Lauren, individually and as trustee of various trusts
- (iii) Lauren Family, L.L.C.

Item 2(b). Address of Principal Business Office or, if None, Residence:

c/o Ralph Lauren Corporation, 650 Madison Avenue,

New York, New York 10022

Item 2(c). Citizenship:

- (i) Ralph Lauren United States of America
- (ii) Ricky Lauren United States of America
- (iii) Lauren Family, L.L.C. Delaware

Item 2(d). Title of Class of Securities:

Class A Common Stock, par value \$.01 per share

Item 2(e). CUSIP Number:

751212 10 1

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o)
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E)
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F)
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G)
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(J)

Item 4. Ownership.

See responses to Items 5, 6, 7, 8, 9, and 11 of Cover Pages. The calculation of beneficial ownership percentage, in each case, is based on 56,331,353 shares of Class A Common Stock, par value \$.01 per share (Class A Common Stock) outstanding as of December 31, 2016, plus, in each case, the number of shares of Class A Common Stock that may be received by each reporting person upon conversion of shares of Class B Common Stock, par value \$.01 per share (Class B Common Stock) and, in the case of Mr. Lauren, the exercise of stock options to purchase shares of Class A Common Stock that are either currently exercisable or will be exercisable within 60 days.

Item 5. Ownership of Five Percent or Less of a Class.

IF THIS STATEMENT IS BEING FILED TO REPORT THE FACT THAT AS OF THE DATE HEREOF THE REPORTING PERSON HAS CEASED TO BE THE BENEFICIAL OWNER OF MORE THAN FIVE PERCENT OF THE CLASS OF SECURITIES, CHECK THE FOLLOWING

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 10, 2017

RALPH LAUREN, individually and as trustee

By: /s/ CRAIG L. SMITH
Name: Craig L. Smith

Title: Attorney-in-Fact for Ralph Lauren

RICKY LAUREN, individually and as trustee of various trusts

By: /s/ CRAIG L. SMITH
Name: Craig L. Smith

Title: Attorney-in-Fact for Ricky Lauren

LAUREN FAMILY, L.L.C.

By: /s/ CRAIG L. SMITH
Name: Craig L. Smith

Title: Attorney-in-Fact for Andrew Lauren,
Manager

By: /s/ CRAIG L. SMITH
Name: Craig L. Smith

Title: Attorney-in-Fact for David Lauren,
Manager

By: /s/ CRAIG L. SMITH
Name: Craig L. Smith

Title: Attorney-in-Fact for Dylan Lauren,
Manager

EXHIBIT LIST

Exhibit

- A. Joint Filing Agreement, dated as of September 10, 2012, by and between Ralph Lauren, Ricky Lauren and Lauren Family, L.L.C (incorporated by reference to Exhibit A of the Amendment No. 10 to the Schedule 13G filed by Ralph Lauren, Ricky Lauren and Lauren Family L.L.C. on September 11, 2012).
- B. Power of Attorney, dated as of September 10, 2012, by Ralph Lauren, in his individual capacity and as trustee of various trusts, in favor of Craig Smith (incorporated by reference to Exhibit B of the Amendment No. 10 to the Schedule 13G filed by Ralph Lauren, Ricky Lauren and Lauren Family L.L.C. on September 11, 2012).
- C. Power of Attorney, dated as of September 10, 2012, by Ricky Lauren, in her individual capacity and as trustee of various trusts, in favor of Craig Smith (incorporated by reference to Exhibit C of the Amendment No. 10 to the Schedule 13G filed by Ralph Lauren, Ricky Lauren and Lauren Family L.L.C. on September 11, 2012).
- D. Power of Attorney, dated as of February 14, 2011, by Andrew Lauren in favor of Craig Smith (incorporated herein by reference to Exhibit B of the Amendment No. 8 to the Schedule 13G filed by Ralph Lauren and Lauren Family L.L.C., on February 14, 2011).
- E. Power of Attorney, dated as of February 14, 2011, by David Lauren in favor of Craig Smith (incorporated herein by reference to Exhibit C of the Amendment No. 8 to the Schedule 13G filed by Ralph Lauren and Lauren Family L.L.C., on February 14, 2011).
- F. Power of Attorney, dated as of February 8, 2011, by Dylan Lauren in favor of Craig Smith (incorporated herein by reference to Exhibit D of the Amendment No. 8 to the Schedule 13G filed by Ralph Lauren and Lauren Family L.L.C., on February 14, 2011).