SEC Form 4
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## FORM 4

Check this box if no longer subject

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number:

3235-0287 Estimated average burden hours ner response 0.5

		File	d pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940		Estimated average burden hours per response:			
1. Name and Addre	ess of Reporting Pe ew Howard	rson*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>RALPH LAUREN CORP</u> [ RL ]	5. Relationship of F (Check all applicab Director X Officer (gi	10% Owne	er		
(Last) (First) (Middle) RALPH LAUREN CORPORATION 650 MADISON AVENUE		· · · · ·	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2020	(woied	EVP, Chief Commercial Officer			
(Street) NEW YORK	NY	10022	4. If Amendment, Date of Original Filed (Month/Day/Year)	Line) X Form filed	nt/Group Filing (Check Appl I by One Reporting Person I by More than One Reporti			
(City)	(State)	(Zip)						

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

				, -	,					
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Class A Common Stock	06/01/2020		A		18,823	A	(1)	58,802	D	
Class A Common Stock	06/01/2020		F		9,219	D	\$76.36	49,583	D	
Class A Common Stock	06/01/2020		A		16,011	A	(2)	65,594	D	
Class A Common Stock	06/01/2020		F		2,614	D	\$76.36	62,980	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		of Deriv Secu Acqu (A) o Dispe of (D	Expiration (Month/Day courities cquired .) or (D) sposed (D) str. 3, 4		on Date // Day/Year) S		le and unt of rities rlying ative rity (Instr. I 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

## Explanation of Responses:

1. Represents shares of the Issuer's Class A Common Stock issued to the Reporting Person in respect of the vesting of performance-based stock units granted under the Issuer's Amended and Restated 2010 Long-Term Stock Incentive Plan.

2. Represents shares of the Issuer's Class A Common Stock issued to the Reporting Person as performance-based restricted stock units, granted under the Issuer's 2019 Long-Term Stock Incentive Plan, which have been deemed to be earned based on the Issuer's achievement of certain applicable performance conditions. One-third of these performance-based restricted stock units vested following the end of the Issuer's Fiscal 2020. The remainder are no longer subject to performance and will vest in two equal annual installments following the end of the Issuer's Fiscal 2021 and Fiscal 2022, respectively.

/s/ Avery S. Fischer, Attorney-

in-fact for Andrew Howard Smith

\*\* Signature of Reporting Person Date

06/03/2020

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.