

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

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**RALPH LAUREN CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**13-2622036**

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

**650 Madison Avenue  
New York, New York 10022**

(Address, including zip code, of principal executive offices)

**Ralph Lauren Corporation  
2010 Long-Term Stock Incentive Plan**  
(Full title of the plan)

**Avery S. Fischer, Esq.  
Senior Vice President and General Counsel  
Ralph Lauren Corporation  
650 Madison Avenue  
New York, New York 10022  
212-318-7000**

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

*Copies to:*

**Raphael M. Russo, Esq.  
Paul, Weiss, Rifkind, Wharton & Garrison LLP  
1285 Avenue of the Americas  
New York, New York 10019-6064  
212-373-3000**

Indicate by 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 Accelerated Filer Non-accelerated filer Smaller reporting company 

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share (2)(3)</b>	<b>Proposed Maximum Aggregate Offering Price(3)</b>	<b>Amount of Registration Fee</b>
Class A Common Stock, par value \$0.01 per share	1,700,000	\$167.85	\$285,345,000.00	\$38,922.00

(1) 1,700,000 shares of Class A Common Stock under the 2010 Long-Term Stock Incentive Plan are being registered in this Registration Statement, plus, in accordance with Rule 416 under the Securities Act of 1933, as amended, such additional shares of Class A Common Stock as may be issuable pursuant to adjustments for dividends, splits, combinations or other changes or recapitalizations or similar transactions.

(2) The Proposed Maximum Offering Price Per Share was determined by averaging the high and low prices of the Class A Common Stock as reported by the New York Stock Exchange on September 20, 2013.

(3) Estimated solely for the purpose of computing the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933, as amended.

## Explanatory Note

Ralph Lauren Corporation (the “Company”) is filing this registration statement to register an additional 1,700,000 shares of its Class A Common Stock, par value \$0.01 per share (the “Common Stock”) for issuance under its amended and restated 2010 Long-Term Stock Incentive Plan. An amendment to increase the number of shares available to be awarded under the Plan from 4,362,518 shares to 6,062,518 shares was described in the Company’s definitive proxy statement, filed with the Securities Exchange Commission on July 3, 2013 and was approved by the Company’s shareholders on August 8, 2013. The Company previously filed a Registration Statement on Form S-8 on September 28, 2010 to register the 4,362,518 shares of Common Stock (File No. 333-169619), initially authorized for issuance under the Plan. Pursuant to General Instruction E to Form S-8, the contents of the Company’s Registration Statement on Form S-8 (File No. 333-169619) are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein. Only those items of Form S-8 containing new information not contained in the earlier registration statement are presented herein.

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

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

1. The Company’s Annual Report on Form 10-K for the fiscal year ended March 30, 2013 (filed on May 23, 2013).
2. The Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended June 29, 2013 (filed August 8, 2013).
3. The Company’s Current Reports on Form 8-K (filed on April 22, 2013, August 12, 2013 and September 18, 2013, in each case to the extent filed and not furnished).
4. The description of the Company’s Class A Common Stock contained in the Company’s Registration Statement on Form 8-A (filed on June 5, 1997).

In addition, all reports and documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 subsequent to the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and made a part hereof from the date of the filing of such documents.

### **Item 8. Exhibits.**

- 4.1 Amended and Restated Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 3.1 to the Company’s Registration Statement on Form S-1 (File No. 333-24733) (the “S-1”).
- 4.2 Restated Second Amended and Restated By-laws of the Company (incorporated herein by reference to Exhibit 3.1 to the Form 8-K dated August 16, 2011).
- 5.1 Opinion of Paul, Weiss, Rifkind, Wharton & Garrison LLP.\*

- 10.1 Ralph Lauren Corporation 2010 Long-Term Stock Incentive Plan (incorporated herein by reference to Appendix B to the Company's Definitive 2013 Proxy Statement filed on July 3, 2013 (SEC file no. 001-13057)).
- 23.1 Consent of Ernst & Young LLP.\*
- 23.2 Consent of Paul, Weiss, Rifkind, Wharton & Garrison LLP (included in Exhibit 5.1).

\* Filed herewith

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 September 24, 2013.

**RALPH LAUREN CORPORATION**

By: /s/ Christopher H. Peterson

Name: Christopher H. Peterson

Title: Senior Vice President and Chief  
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of September 24, 2013.

<b>Signature</b>	<b>Title</b>
<u>/s/ Ralph Lauren</u> Ralph Lauren	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Roger N. Farah</u> Roger N. Farah	President, Chief Operating Officer and Director
<u>/s/ Jackwyn L. Nemerov</u> Jackwyn L. Nemerov	Executive Vice President and Director
<u>/s/ Christopher H. Peterson</u> Christopher H. Peterson	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ John R. Alchin</u> John R. Alchin	Director
<u>/s/ Arnold H. Aronson</u> Arnold H. Aronson	Director
<u>/s/ Frank A. Bennack, Jr.</u> Frank A. Bennack, Jr.	Director
<u>/s/ Dr. Joyce F. Brown</u> Dr. Joyce F. Brown	Director
<u>/s/ Joel L. Fleishman</u> Joel L. Fleishman	Director
<u>/s/ Hubert Joly</u> Hubert Joly	Director
<u>/s/ David Lauren</u> David Lauren	Director
<u>/s/ Judith A. McHale</u> Judith A. McHale	Director
<u>/s/ Steven P. Murphy</u> Steven P. Murphy	Director
<u>/s/ Robert C. Wright</u> Robert C. Wright	Director

## EXHIBIT INDEX

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\*Filed herewith.

Paul, Weiss, Rifkind, Wharton & Garrison LLP  
1285 Avenue of the Americas  
New York, New York 10019-6064

September 24, 2013

Ralph Lauren Corporation  
650 Madison Avenue  
New York, New York 10022

Ladies and Gentlemen:

In connection with the Registration Statement on Form S-8 (the "Registration Statement") of Ralph Lauren Corporation, a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the "Act"), and the rules and regulations thereunder (the "Rules"), you have asked us to furnish our opinion as to the legality of the securities being registered under the Registration Statement. The Registration Statement relates to the registration under the Act of 1,700,000 shares of the Company's Class A common stock, par value \$0.01 per share (the "Shares"), to be issued pursuant to the Ralph Lauren Corporation 2010 Long-Term Incentive Plan (the "Plan").

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In connection with the furnishing of this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the "Documents"):

1. the Registration Statement; and
2. the Plan.

In addition, we have examined (i) such corporate records of the Company that we have considered appropriate, including a copy of the restated certificate of incorporation, as amended, and restated by-laws, as amended, of the Company, certified by the Company as in effect on the date of this letter and copies of resolutions of the board of directors of the Company relating to the issuance of the Shares, certified by the Company and (ii) such other certificates, agreements and documents that we deemed relevant and necessary as a basis for the opinion expressed below. We have also relied upon certificates of public officials and the officers of the Company.

In our examination of the documents referred to above, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity of all individuals who have executed any of the documents reviewed by us, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as certified, photostatic, reproduced or conformed copies of valid existing agreements or other documents, the authenticity of all such agreements and documents and that the statements regarding matters of fact in the certificates, records, agreements, instruments and documents that we have examined are accurate and complete.

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Based upon the above, and subject to the assumptions, exceptions and qualifications stated herein, we are of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued, delivered and paid for in accordance with the Plan, the Shares will be duly authorized, validly issued, fully paid and non-assessable.

The opinion expressed above is limited to the General Corporation Law of the State of Delaware. Our opinion is rendered only with respect to the laws, and the rules, regulations and orders under those laws, that are currently in effect.

We hereby consent to use of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required by the Act or the Rules.

Very truly yours,

/s/ PAUL, WEISS, RIFKIND, WHARTON &  
GARRISON LLP

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**CONSENT OF INDEPENDENT PUBLIC REGISTERED ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the amended and restated 2010 Long Term Stock Incentive Plan of Ralph Lauren Corporation of our reports dated May 23, 2013, with respect to the consolidated financial statements of Ralph Lauren Corporation and the effectiveness of internal control over financial reporting of Ralph Lauren Corporation included in its Annual Report (Form 10-K) for the year ended March 30, 2013, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, NY  
September 24, 2013

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