



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

June 13, 2017

**Via E-Mail**

Brian T. Mangino, Esq.  
Fried, Frank, Harris, Shriver & Jacobson LLP  
801 17<sup>th</sup> Street NW  
Washington, DC 20006

**Re: Kate Spade & Company  
Amended Schedule TO-T filed June 8, 2017, by Chelsea Merger Sub  
Inc. and Coach, Inc.  
SEC File No. 005-81486**

Dear Mr. Mangino:

We have reviewed your filings and have the following comments.

**Offer to Purchase**

**Source and Amount of Funds, page 20**

1. We note your response to prior comment 3. Please revise your disclosure to quantify the interest rates applicable to the Credit Agreement.

Please direct any questions to me at (202) 551-3619.

Sincerely,

/s/ Daniel F. Duchovny  
Daniel F. Duchovny  
Special Counsel  
Office of Mergers and Acquisitions