

Fossil Group, Inc.
Form 4
May 23, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
QUICK MARK

(Last) (First) (Middle)
901 S. CENTRAL EXPRESSWAY
(Street)
RICHARDSON, TX 75080
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Fossil Group, Inc. [FOSL]

3. Date of Earliest Transaction
(Month/Day/Year)
05/21/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	05/21/2014		A	1,189 (1)	\$ 0 20,741 (2)	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 30.71					03/15/2009	03/15/2016	Common Stock	6,000
Stock Appreciation Right	\$ 13.65					03/15/2010	03/15/2017	Common Stock	12,000
Stock Appreciation Right	\$ 38.395					03/15/2011	03/15/2018	Common Stock	8,806
Stock Appreciation Right	\$ 81.23					03/15/2012	03/15/2019	Common Stock	10,949
Stock Appreciation Right	\$ 127.835					03/15/2013	03/15/2020	Common Stock	14,318

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

QUICK MARK
 901 S. CENTRAL EXPRESSWAY X
 RICHARDSON, TX 75080

Signatures

/s/ Randy S. Hyne,
 Attorney-in-Fact 05/23/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).

(1)

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Restricted Stock Units that shall become one hundred percent (100%) vested and convertible into shares of Common Stock on the earlier of the first anniversary of the Date of Grant or the first Annual Stockholders Meeting following the Date of Grant.

(2) After giving effect to the grant of Restricted Stock Units reported herein, includes 3,610 Restricted Stock Units.

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

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