

Fossil Group, Inc.
Form 5
January 30, 2015

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
KARTSOTIS KOSTA N

(Last) (First) (Middle)

901 S. CENTRAL EXPRESSWAY

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
01/03/2015

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)
Chairman of the Board & CEO

6. Individual or Joint/Group Reporting

(check applicable line)

RICHARDSON, TX 75080

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/05/2014	Â	G ⁽¹⁾	104,006 D \$ 0	5,360,102 D	Â	
Common Stock	12/11/2014	Â	J ⁽²⁾	350,000 D \$ 0 (3)	5,360,102 D	Â	
Common Stock	12/11/2014	Â	J ⁽²⁾	300,000 A \$ 0 (3)	300,000 I		by GRAT 2014-1B
Common Stock	12/11/2014	Â	J ⁽²⁾	50,000 A \$ 0 (3)	50,000 I		by GRAT 2014-3B

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Common Stock	Â	Â	Â	Â	Â	Â	132,369	I	by GRAT 2013-1
Common Stock	Â	Â	Â	Â	Â	Â	22,061	I	by GRAT 2013-3
Common Stock	Â	Â	Â	Â	Â	Â	22,061	I	by GRAT 2013-4
Common Stock	Â	Â	Â	Â	Â	Â	225,000	I	by GRAT 2014-1
Common Stock	Â	Â	Â	Â	Â	Â	40,000	I	by GRAT 2014-3

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

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(9-02)

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. 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)	8. Price of Derivative Security (Instr. 5)	9. of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KARTSOTIS KOSTA N 901 S. CENTRAL EXPRESSWAY RICHARDSON, TX 75080	Â X Â X Â Chairman of the Board & CEO Â

Signatures

/s/ Kosta N.
Kartsotis 01/30/2015

**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) Bona fide gift without consideration of any kind.

(2) These transactions are reported as acquisitions or dispositions, however the transactions reflect a change in beneficial ownership to or from a Grantor Retained Annuity Trust.

(3) Not applicable.

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