

Fossil Group, Inc.
Form 4/A
April 08, 2016

FORM 4

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).

**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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(Print or Type Responses)

1. Name and Address of Reporting Person *
SECOR DENNIS R

(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)

03/15/2016

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

03/17/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive V.P. and CFO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common Stock | 03/15/2016 | | A | (A) or (D) Amount 9,378 (1) | \$ 0 | 76,830 (2) | D |

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

**Persons who respond to the collection of
information contained in this form are not
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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 Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|---|---|---|---|---|--|--|--|-------------------------------------|
| Stock Appreciation Right | \$ 47.99 | 03/15/2016 | | A | 17,634 (3) | 03/15/2017 03/15/2024 | Common Stock | 17,634 |
| Stock Appreciation Right | \$ 101.635 | | | | | 01/15/2014 01/15/2021 | Common Stock | 6,300 |
| Stock Appreciation Right | \$ 113.04 | | | | | 03/15/2015 03/15/2022 | Common Stock | 11,400 |
| Stock Appreciation Right | \$ 80.215 | | | | | 03/15/2016 03/15/2023 | Common Stock | 10,200 |
| Stock Appreciation Right | \$ 36.725 | | | | | 12/22/2016 12/22/2023 | Common Stock | 21,700 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| SECOR DENNIS R 901 S. CENTRAL EXPRESSWAY RICHARDSON, TX 75080 | Executive V.P. and CFO |

Signatures

/s/ Dennis R.
Secor 04/08/2016

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) Exercisable as to 1/3 on 3/15/17; as to 1/3 on 3/15/18; and as to 1/3 on 3/15/19, cumulatively.
- (2) After giving effect to the grant of Restricted Stock Units reported herein, consists of 68,585 Restricted Stock Units.

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(3) Vests 1/3 each year over 3 years following the grant date

(4) Not applicable.

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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