Fossil Group, Inc. Form 4 November 14, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB APPROVAL OMB

3235-0287 Number: January 31,

2005 Estimated average

Expires:

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

Symbol

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * Agather Elaine B

(First)

(Middle)

901 S. CENTRAL EXPRESSWAY

(Street)

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

Fossil Group, Inc. [FOSL]

3. Date of Earliest Transaction

(Month/Day/Year)

11/10/2016

5. Relationship of Reporting Person(s) to Issuer

X_ Director 10% Owner Other (specify Officer (give title

(Check all applicable)

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

RICHARDSON, TX 75080

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. 4. Securities Acquired (A) Transaction Disposed of (D)			5. Amount of Securities	6. Ownership	7. Nature of Indirect	
(Instr. 3)	• •	any	Code	(Instr. 3,	4 and	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	11/10/2016		S	2,500	D	\$ 30.9415	7,063 (1)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year) Execution Date, if		Transacti	onNumber	Number Expiration Date		Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities	(Instr. 5)	Bene
	Derivative				Securitie	es		(Instr. 3 and 4	l)	Own
	Security				Acquired	d				Follo
	-				(A) or					Repo
					Disposed	d				Trans
					of (D)					(Instr
					(Instr. 3,					Ì
					4, and 5)					
				C 1 W	(A) (D)	.	E	TD' d		
				Code V	(A) (D)		*	Title Amour	1t	
						Exercisable	Date	or		
								Numbe	er	
								of		
								Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other Agather Elaine B 901 S. CENTRAL EXPRESSWAY X RICHARDSON, TX 75080

Signatures

/s/ Randy S. Hyne, 11/14/2016 Attorney-in-Fact

**Signature of Reporting Person

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) Includes 4,710 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. Date ExercisableExpiration DateTitleAmount or Number of Shares Non-Statutory Stock Option (right to buy) \$ 3.804/23/200704/23/2007M 25,00003/14/200303/14/2013 Common Stock 25,000 \$ 0 0 D

Reporting Owners

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

SIMMONS ROBERT J C/O E*TRADE FINANCIAL CORPORATION **135 E. 57TH STREET** NEW YORK, NY 10022

Chief Financial Officer

Reporting Owners 2

Signatures

/s/ Russell S. 04/24/2007 Elmer

**Signature of Date
Reporting Person

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).

The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 8, 2006. This plan was implemented as part of Mr. Simmons' personal long-term investment strategy for asset diversification and liquidity. Pursuant to the plan, a total of 241,730 shares were sold on a periodic basis between May 2006 and April 2007. With the transactions reported in this Form 4, the 10b5-1 trading plan has been fully executed and is now complete.

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