

Fossil Group, Inc.
Form 4
April 18, 2017

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McKelvey Gregory A

(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)

04/15/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	04/15/2017		A	(A) or (D) 35,902 (1)	\$ 0 106,278	D	
Common Stock	04/15/2017		A	(A) or (D) 40,389 (2)	\$ 0 146,667 (3)	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 95.905							04/15/2014	04/15/2021	Common Stock	2,499
Stock Appreciation Right	\$ 113.04							03/15/2015	03/15/2022	Common Stock	2,725
Stock Appreciation Right	\$ 80.215							03/15/2016	03/15/2023	Common Stock	9,133
Stock Appreciation Right	\$ 80.215							03/15/2016	03/15/2023	Common Stock	1,523
Stock Appreciation Right	\$ 36.725							12/22/2016	12/22/2023	Common Stock	21,740
Stock Appreciation Right	\$ 47.985							03/15/2017	03/15/2024	Common Stock	17,634

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McKelvey Gregory A 901 S. CENTRAL EXPRESSWAY RICHARDSON, TX 75080	Executive Vice President

Signatures

Gregory
McKelvey

04/18/2017

 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) Restricted Stock Units that shall become vested and convertible into shares of Common Stock as to 50% on 4/15/19; as to 50% on 4/15/20, cumulatively.
- (2) Restricted Stock Units that shall become vested and convertible into shares of Common Stock as to 1/3 on 4/15/18; as to 1/3 on 4/15/19; as to 1/3 on 4/15/20, cumulatively.
- (3) After giving effect to the grant of Restricted Stock Units reported herein, consists of 121,745 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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