

Fossil Group, Inc.
Form 4
March 17, 2015

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 *
PRITCHARD JENNIFER

(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)

03/15/2015

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 ____ Other (specify
below) below)

Divisional 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	03/15/2015		F	814 D \$ 0	19,196	D	
Common Stock	03/15/2015		A	7,070 (1) A \$ 0	26,266 (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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(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 Security (Instr. 3 and 4)	8. An or Nu of
				Code	V	(A)	(D)	
Stock Appreciation Right	\$ 80.215	03/15/2015		A	12,009	03/15/2016 ⁽³⁾	03/15/2023	Common Stock 1
Stock Appreciation Right	\$ 13.65					03/15/2010	03/15/2017	Common Stock 4
Stock Appreciation Right	\$ 81.23					03/15/2012	03/15/2019	Common Stock 3
Stock Appreciation Right	\$ 127.835					03/15/2013	03/15/2020	Common Stock 6
Stock Appreciation Right	\$ 106.395					03/15/2014	03/15/2021	Common Stock 2
Stock Appreciation Right	\$ 113.04					03/15/2015	03/15/2022	Common Stock 9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRITCHARD JENNIFER 901 S. CENTRAL EXPRESSWAY RICHARDSON, TX 75080			Divisional President	

Signatures

/s/ Jennifer Pritchard 03/17/2015

**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) Restricted Stock Units that shall become vested and convertible into shares of Common Stock as to 1/3 on 3/15/16; as to 1/3 on 3/15/17; and as to 1/3 on 3/15/18, cumulatively.
- (2) After giving effect to the grant of restricted stock units reported herein, includes 16,683 restricted stock units.
- (3) Exercisable as to 1/3 on 3/15/16; as to 1/3 on 3/15/17; and as to 1/3 on 3/15/18, cumulatively.
- (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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