

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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gehmacher Hans-Peter

(Last) (First) (Middle)

901 S CENTRAL EXPRESSWAY

(Street)

RICHARDSON, TX 75220

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 04/15/2017                              |                                                             | A                                    | (A)<br>or<br>(D)<br>Amount<br>32,999<br>(1)                                | Price<br>\$ 0                                                                                                      | 87,874 (2)                                                           | 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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

# Edgar Filing: Fossil Group, Inc. - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>or<br>Number<br>of<br>Shares                     |
| Stock<br>Appreciation<br>Right                      | \$ 80.215                                                             |                                         |                                                             |                                         |                                                                                                                       | 03/15/2016 03/15/2023                                          | Common<br>Stock 10,066                                              |
| Stock<br>Appreciation<br>Right                      | \$ 80.215                                                             |                                         |                                                             |                                         |                                                                                                                       | 03/15/2016 03/15/2023                                          | Common<br>Stock 1,259                                               |
| Stock<br>Appreciation<br>Right                      | \$ 47.985                                                             |                                         |                                                             |                                         |                                                                                                                       | 03/15/2017 03/15/2024                                          | Common<br>Stock 18,115                                              |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 31.24                                                              |                                         |                                                             |                                         |                                                                                                                       | 06/01/2008 06/01/2017                                          | Common<br>Stock 4,000                                               |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 30.71                                                              |                                         |                                                             |                                         |                                                                                                                       | 03/15/2009 03/15/2018                                          | Common<br>Stock 4,000                                               |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 13.65                                                              |                                         |                                                             |                                         |                                                                                                                       | 03/15/2010 03/15/2019                                          | Common<br>Stock 3,900                                               |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 38.395                                                             |                                         |                                                             |                                         |                                                                                                                       | 03/15/2011 03/15/2020                                          | Common<br>Stock 4,333                                               |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 81.23                                                              |                                         |                                                             |                                         |                                                                                                                       | 03/15/2012 03/15/2021                                          | Common<br>Stock 6,500                                               |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 127.835                                                            |                                         |                                                             |                                         |                                                                                                                       | 03/15/2013 03/15/2022                                          | Common<br>Stock 6,500                                               |

## Reporting Owners

| Reporting Owner Name / Address                                           | Relationships |           |                          |       |
|--------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                          | Director      | 10% Owner | Officer                  | Other |
| Gehmacher Hans-Peter<br>901 S CENTRAL EXPRESSWAY<br>RICHARDSON, TX 75220 |               |           | Executive Vice President |       |

## Signatures

Hans-Peter  
Gehmacher                      04/18/2017

           \*\*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).
- (1) Restricted Stock Units that shall become vested and convertible into shares of Common Stock as to 1/3 4/15/18; as to 1/3 on 4/15/19; as to 1/3 on 4/15/20, cumulatively.
- (2) After giving effect to the grant of Restricted Stock Units reported herein, consists of 57,612 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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