

Fossil Group, Inc.
Form 4/A
April 04, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Belcher Randy

(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)

03/13/2017

4. If Amendment, Date Original Filed(Month/Day/Year)
03/15/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/13/2017 | | D | V | \$ 541 13.65 | D | |
| Common Stock | 03/13/2017 | | F | | \$ 33 16.64 | D | |
| Common Stock | 03/13/2017 | | M | A | \$ 660 13.65 | D | |
| Common Stock | 03/15/2017 | | F | D | \$ 2,689 16.42 | D | (1) |

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

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(9-02)

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Appreciation Right | \$ 81.23 | | | | | 03/15/2012 | 03/15/2019 | Common Stock | 3,477 |
| Stock Appreciation Right | \$ 127.835 | | | | | 03/15/2013 | 03/15/2020 | Common Stock | 1,595 |
| Stock Appreciation Right | \$ 106.395 | | | | | 03/15/2014 | 03/15/2021 | Common Stock | 1,640 |
| Stock Appreciation Right | \$ 113.04 | | | | | 03/15/2015 | 03/15/2022 | Common Stock | 8,824 |
| Stock Appreciation Right | \$ 80.215 | | | | | 03/15/2016 | 03/15/2023 | Common Stock | 9,610 |
| Stock Appreciation Right | \$ 80.215 | | | | | 03/15/2016 | 03/15/2023 | Common Stock | 1,202 |
| Stock Appreciation Right | \$ 13.65 | | | | | 03/13/2017 | 03/13/2017 | Common Stock | 0 ⁽²⁾ |
| Stock Appreciation Right | \$ 47.985 | | | | | 03/15/2017 | 03/15/2024 | Common Stock | 18,368 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Belcher Randy 901 S. CENTRAL EXPRESSWAY RICHARDSON, TX 75080 | | | Executive Vice President | |

Signatures

Randy Belcher 04/04/2017

__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) Consists of 24,601 restricted stock units.
 - (2) The exercise of 660 stock appreciation rights on March 13, 2017 is reflected on the original Form 4 filed on March 15, 2017. The balance of stock appreciation rights for this grant is 0.

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.