

Belcher Randy
Form 4
March 06, 2019

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)
03/15/2018

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 03/15/2018 | | F | V Amount (D) Price 1,377 D \$ 11.8 | 99,113 ⁽¹⁾ | D | |

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

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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 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 | \$ 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 | \$ 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

/s/ Randy
Belcher

03/06/2019

__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) Consists of 72,011 Restricted Stock Units subject to a vesting schedule. This forfeiture was not previously reported, and the effect of the forfeiture was not reflected on the Form 4s filed for Randy Belcher on 4/17/2018 and 11/27/2018.

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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