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

Form 4 March 17, 20										
FORM							OMB APPROVAL			
	UNITE	D STATES		ITIES Al hington,			NGE (	COMMISSION	OMB Number:	3235-0287
Check thi if no long subject to Section 10 Form 4 or		OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires:January 31Estimated averageburden hours perresponse0.5	
Form 5 obligatior may conti <i>See</i> Instru 1(b).	$\frac{1}{1}$ Section 1	7(a) of the		ility Hold	ing Com	ipany	Act o	ge Act of 1934, f 1935 or Sectio 40	n	
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> Hart Darren E.			2. Issuer Name <b>and</b> Ticker or Trading Symbol Fossil Group, Inc. [FOSL]					5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check all app				ck all applicabl	e)		
901 S. CENTRAL EXPRESSWAY			(Month/Day/Year) 03/15/2016					Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President		
	Filed(Mon			mendment, Date Original Ionth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>		
RICHARDS	ON, TX 75080	)						Person		eporting
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned
(Instr. 3)		ar) Executio any	emed on Date, if 'Day/Year)	3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)			))	Securities Beneficially Owned	5. Ownership Form: Direct D) or Indirect (I) Instr. 4)	
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	03/15/2016			F	1,543	D	\$0	37,090	D	
Common Stock	03/15/2016			А	9,847 (1)	А	\$0	46,937 <u>(2)</u>	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)

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ame Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Ai or Ni of
Stock Appreciation Right	\$ 47.99	03/15/2016		А	18,515	03/15/2017 <u>(3)</u>	03/15/2024	Common Stock	1
Stock Appreciation Right	\$ 128.29					07/15/2012	07/15/2019	Common Stock	5
Stock Appreciation Right	\$ 127.835					03/15/2013	03/15/2020	Common Stock	4
Stock Appreciation Right	\$ 106.395					03/15/2014	03/15/2021	Common Stock	4
Stock Appreciation Right	\$ 113.04					03/15/2015	03/15/2022	Common Stock	12
Stock Appreciation Right	\$ 80.215					03/15/2016	03/15/2023	Common Stock	1

### **Reporting Owners**

Reporting Owner Name / Addre	55	Relationships				
	Director	10% Owner	Officer	Other		
Hart Darren E. 901 S. CENTRAL EXPRESSW RICHARDSON, TX 75080	/AY		Executive Vice President			
Signatures						
/s/ Darren E. 03/	/17/2016					

#### Hart <u>\*\*</u>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 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, consists of 39,613 Restricted Stock Units.
- (3) Exercisable as to 1/3 on 3/15/17; as to 1/3 on 3/15/18; and as to 1/3 on 3/15/19, 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. 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.