

Fossil Group, Inc.
Form 4
March 15, 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 *
QUICK MARK

(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)
03/14/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/14/2017 | | F | | 660 | D | \$ 16.41 |
| Common Stock | 03/14/2017 | | D | | 10,641 | D | \$ 13.65 |
| Common Stock | 03/14/2017 | | M | | 12,000 | A | \$ 13.65 |

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

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SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Right | \$ 13.65 | 03/14/2017 | | M | 12,000 | 03/15/2010 - 03/15/2017 | Common Stock |
| Stock Appreciation Right | \$ 38.395 | | | | | 03/15/2011 ⁽²⁾ - 03/15/2018 | Common Stock |
| Stock Appreciation Right | \$ 81.23 | | | | | 03/15/2012 - 03/15/2019 | Common Stock |
| Stock Appreciation Right | \$ 127.835 | | | | | 03/15/2013 ⁽³⁾ - 03/15/2020 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| QUICK MARK 901 S. CENTRAL EXPRESSWAY RICHARDSON, TX 75080 | | X | | |

Signatures

/s/ Randy S. Hyne,
Attorney-in-Fact

03/15/2017

**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) Not applicable.
- (2) Exercisable as to 1/3 on 7/15/17, 1/3 on 7/15/18, and 1/3 on 7/15/19, cumulatively.
- (3) Exercisable as to 1/3 on 3/15/13; as to 1/3 on 3/15/14; and as to 1/3 on 3/15/15, cumulatively.

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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