

FOSSIL INC  
Form S-8  
June 13, 2008

As filed with the Securities and Exchange Commission on June 13, 2008

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**Form S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

---

**FOSSIL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**75-2018505**

(I.R.S. Employer Identification No.)

**2280 N. Greenville Avenue**  
**Richardson, Texas**  
(Address of Principal Executive Offices)

**75082**  
(Zip Code)

---

**Fossil, Inc. 2008 Long-Term Incentive Plan**

**Non-Qualified Stock Option Award dated as of July 24, 2003, by and between Fossil, Inc. and Werner Thieme, as amended**

Edgar Filing: FOSSIL INC - Form S-8

Non-Qualified Stock Option Award dated as of June 16, 2003, by and between Fossil, Inc. and Miguel Angel Cadarso, as amended

Non-Qualified Stock Option Award dated as of May 3, 2002, by and between Fossil, Inc. and Miguel Angel Cadarso, as amended

Non-Qualified Stock Option Award dated as of April 2, 2001, by and between Fossil, Inc. and Miguel Angel Cadarso, as amended

Non-Qualified Stock Option Award dated as of May 1, 2001, by and between Fossil, Inc. and Miguel Angel Cadarso, as amended

Non-Qualified Stock Option Award dated as of May 3, 2002, by and between Fossil, Inc. and Shinya Kimura, as amended

(Full title of the plans)

---

**Randy S. Hyne**

**Vice President, General Counsel and Secretary**

**Fossil, Inc.**

**2280 N. Greenville Avenue**

**Richardson, TX 75082**

(Name and address of agent for service)

**(972) 234-2525**

(Telephone number, including area code, of agent for service)

*with copies of communications to:*

**Garrett A. DeVries**

**Haynes and Boone, LLP**

**901 Main Street, Suite 3100**

**Dallas, Texas 75202**

**(214) 651-5614**

**(214) 200-0428 (fax)**

---

## Edgar Filing: FOSSIL INC - Form S-8

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	x	Accelerated filer	o
Non-accelerated filer	o	Smaller reporting company	o

(Do not check if a smaller reporting company)

### CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.01 per share	4,685,030(2)	\$ 29.96(3)	\$ 140,363,498.80(3)	\$ 5,516.29(3)
Common Stock, par value \$0.01 per share	10,000(4)	\$ 12.2311(5)	\$ 122,311.00(5)	\$ 4.81(5)
Common Stock, par value \$0.01 per share	3,000(6)	\$ 11.6666(5)	\$ 34,999.80(5)	\$ 1.38(5)
Common Stock, par value \$0.01 per share	4,500(7)	\$ 9.2222(5)	\$ 41,499.90(5)	\$ 1.63(5)
Common Stock, par value \$0.01 per share	4,500(8)	\$ 7.5833(5)	\$ 34,124.85(5)	\$ 1.34(5)
Common Stock, par value \$0.01 per share	6,750(9)	\$ 4.9722(5)	\$ 33,562.35(5)	\$ 1.32(5)
Common Stock, par value \$0.01 per share	3,375(10)	\$ 9.2222(5)	\$ 31,124.93(5)	\$ 1.22(5)
Total	4,705,530		\$ 140,661,121.63	\$ 5,527.98

- (1) Pursuant to Rule 416 under the Securities Act of 1933, this registration statement also covers an indeterminate number of shares of Common Stock as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Represents shares of common stock, par value \$0.01 per share (the Common Stock ) of Fossil, Inc. under the Fossil, Inc. 2008 Long-Term Incentive Plan.
- (3) The proposed maximum offering price per share and the proposed maximum aggregate offering price have been estimated solely for the purpose of calculating the registration fee pursuant to paragraphs (c) and (h)(1) of Rule 457 promulgated under the Securities Act, based upon the average of the high and low prices of the Common Stock as reported on the NASDAQ Global Select Market on June 11, 2008 (within five (5) business days prior to filing this registration statement).
- (4) Represents shares of Common Stock issuable pursuant to the Non-Qualified Stock Option Award dated as of July 24, 2003, by and between Fossil, Inc. and Werner Thieme, as amended.
- (5) The proposed maximum offering price per share and the proposed maximum aggregate offering price have been estimated solely for the purpose of calculating the registration fee pursuant to paragraph (h)(1) of Rule 457 promulgated under the Securities Act, based upon the price at which such options may be exercised.
- (6) Represents shares of Common Stock issuable pursuant to the Non-Qualified Stock Option Award dated as of June 16, 2003, by and between Fossil, Inc. and Miguel Angel Cadarso, as amended.
- (7) Represents shares of Common Stock issuable pursuant to the Non-Qualified Stock Option Award dated as of May 3, 2002, by and between Fossil, Inc. and Miguel Angel Cadarso, as amended.
- (8) Represents shares of Common Stock issuable pursuant to the Non-Qualified Stock Option Award dated as of April 2, 2001, by and between Fossil, Inc. and Miguel Angel Cadarso, as amended.
- (9) Represents shares of Common Stock issuable pursuant to the Non-Qualified Stock Option Award dated as of May 1, 2001, by and between Fossil, Inc. and Miguel Angel Cadarso, as amended.

### CALCULATION OF REGISTRATION FEE

Edgar Filing: FOSSIL INC - Form S-8

- (10) Represents shares of Common Stock issuable pursuant to the Non-Qualified Stock Option Award dated as of May 3, 2002, by and between Fossil, Inc. and Shinya Kimura, as amended.
-

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

This Registration Statement on Form S-8 (this Registration Statement) relates to the Fossil, Inc. 2008 Long-Term Incentive Plan (the Plan), the Non-Qualified Stock Option Award dated as of July 24, 2003, by and between Fossil, Inc. (the Company) and Werner Thieme, as amended, the Non-Qualified Stock Option Award dated as of June 16, 2003, by and between the Company and Miguel Angel Cadarso, as amended, the Non-Qualified Stock Option Award dated as of May 3, 2002, by and between the Company and Miguel Angel Cadarso, as amended, the Non-Qualified Stock Option Award dated as of April 2, 2001, by and between the Company and Miguel Angel Cadarso, as amended, the Non-Qualified Stock Option Award dated as of May 1, 2001, by and between the Company and Miguel Angel Cadarso, as amended, and the Non-Qualified Stock Option Award dated as of May 3, 2002, by and between the Company and Shinya Kimura, as amended. With respect to the Plan, the documents containing the information specified in Part I of Form S-8 will be sent or given to participants in the Plan as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the Securities Act). With respect to each Non-Qualified Stock Option Award, the information called for by Part I of this Registration Statement is included in the description of the applicable Non-Qualified Stock Option Award delivered to the person purchasing shares pursuant to the Non-Qualified Stock Option Award. In accordance with the introductory note to Part I of Form S-8, such documents will not be filed with the Securities and Exchange Commission (the Commission). These documents and the documents incorporated by reference pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The Commission allows us to incorporate by reference certain information we have filed with the Commission into this registration statement, which means that we are disclosing important information to you by referring you to other information we have filed with the Commission. The information we incorporate by reference is considered part of this registration statement. We specifically are incorporating by reference the following documents filed with the Commission (excluding those portions of any Form 8-K that are furnished and not deemed filed pursuant to the General Instructions of Form 8-K):

- (i) our Annual Report on Form 10-K for the fiscal year ended January 5, 2008, filed with the Commission on March 5, 2008;
- (ii) our Quarterly Report on Form 10-Q for the quarter ended April 5, 2008, filed with the Commission on May 15, 2008;
- (iii) our Current Report on Form 8-K dated March 17, 2008, filed with the Commission on March 17, 2008;
- (iv) our Current Report on Form 8-K dated May 21, 2008, filed with the Commission on May 23, 2008; and
- (v) the description of our common stock as contained in our Amendment No. 2 to Registration Statement on Form 8-A, filed with the Commission on March 21, 1992, including any amendment or report filed for the purpose of updating such description.

## Edgar Filing: FOSSIL INC - Form S-8

All reports and other documents we subsequently file with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, but excluding information furnished to, rather than filed with, the Commission, shall be deemed to be incorporated by reference herein and to be part hereof from the date such documents are filed. Information or statements contained in this registration statement modifies or supersedes, as applicable, the information contained in earlier-dated documents incorporated by reference. Information or statements contained in later-dated documents incorporated by reference will automatically supplement, modify or supersede, as applicable, the information contained in this registration statement or in earlier-dated documents incorporated by reference. Any such information or statement so modified or superseded shall not be deemed to constitute a part of this registration statement, except as so modified or superseded.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

None.

**Item 6. Indemnification of Directors and Officers.**

*Delaware General Corporation Law*

Section 145(a) of the Delaware General Corporation Law, or the DGCL, provides that a corporation may indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 145(b) of the DGCL provides that a corporation may indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145(c) of the DGCL provides that to the extent that a present or former director or officer of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145 of the DGCL, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

## Edgar Filing: FOSSIL INC - Form S-8

Section 145(d) of the DGCL provides that any indemnification under subsections (a) and (b) of Section 145 of the DGCL (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) and (b) of Section 145. Such determination shall be made, with respect to a person who is a director or officer at the time of such determination, (1) by a majority vote of the directors who are not parties to such action, suit or proceeding, even if such directors do not constitute a quorum of the Board of Directors, (2) by a committee of such directors designated by a majority vote of such directors, even if such directors do not constitute a quorum of the Board of Directors, (3) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (4) by the stockholders.

Section 145(e) of the DGCL provides that expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in Section 145. Such expenses (including attorneys' fees) incurred by former director or officers or other employees and agents may be so paid upon such terms and conditions, if any, as the corporation deems appropriate.

### *Certificate of Incorporation*

Our Second Amended and Restated Certificate of Incorporation, as amended, provides that none of our directors shall be personally liable to our company or our stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to our company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for a transaction from which the director derived an

improper personal benefit or (iv) in respect of certain unlawful dividend payments or stock purchases or redemptions. If the DGCL is amended to authorize the further elimination or limitation of the liability of directors, the liability of our directors, in addition to the limitation on personal liability described above, shall be limited to the fullest extent permitted by the DGCL, as so amended. Further, any repeal or modification of the provision of the Second Amended and Restated Certificate of Incorporation, as amended, described herein by our stockholders shall be prospective only, and shall not adversely affect any limitation on the personal liability of any of our directors existing at the time of such repeal or modification.

*Bylaws*

Our Amended and Restated Bylaws, as amended, provide that each person who was or is made a party or is threatened to be made a witness in or party to any action, suit, arbitration, alternate dispute resolution mechanism, investigation, administrative hearing or any other proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was one of our directors, officers, employees or agents or is or was serving at our request as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust employee benefit plan or other enterprise, shall be indemnified by our company to the fullest extent authorized by the DGCL, as in effect or as it may be amended from time to time, against all expense, liability and loss (including without limitation, all reasonable attorneys' fees, retainers, court costs, transcript costs, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, and all other disbursements or expenses of the types customarily incurred in connection with prosecuting, defending, preparing to prosecute or defend, investigating or being or preparing to be a witness in a proceeding) reasonably incurred by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to serve in the capacity which initially entitled such person to indemnity hereunder and shall inure to the benefit of his or her heirs, executors and administrators. Our Amended and Restated Bylaws, as amended, also contain certain provisions designed to facilitate receipt of such benefits by any such persons.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

Exhibit No.	Description
4.1	Second Amended and Restated Certificate of Incorporation of Fossil, Inc. (incorporated by reference to Exhibit 3.1 of the Company's Report on Form 10-K for the year ended January 1, 2005).
4.2	Certificate of Amendment of the Second Amended and Restated Certificate of Incorporation of Fossil, Inc. (incorporated by reference to Exhibit 3.2 of the Company's Report on Form 10-K for the year ended January 1, 2005).
4.3	Amended and Restated Bylaws of Fossil, Inc. (incorporated by reference to Exhibit 3.3 of the Company's Report on Form 10-K for the year ended January 1, 2005).
4.4	Amendment to Bylaws, effective as of March 15, 2006 (incorporated by reference to Exhibit 3.1 of the Company's Report on Form 8-K filed on March 20, 2006).
5.1	Legal Opinion of Haynes and Boone, LLP, filed herewith.

Edgar Filing: FOSSIL INC - Form S-8

- 23.1 Consent of Deloitte & Touche LLP, filed herewith.
- 23.2 Consent of Haynes and Boone, LLP (included in Exhibit 5.1).