

Fossil Group, Inc.  
 Form 4  
 April 18, 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 \*  
**Gehmacher Hans-Peter**

(Last) (First) (Middle)  
 901 S CENTRAL EXPRESSWAY  
 (Street)

RICHARDSON, TX 75220

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Fossil Group, Inc. [FOSL]**

3. Date of Earliest Transaction (Month/Day/Year)  
**04/15/2017**

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)  
**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)
Common Stock	04/15/2017		A	(A) or (D) A	32,999 (1) \$ 0	87,874 (2)	D

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

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SEC 1474 (9-02)

**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	\$ 80.215					03/15/2016	03/15/2023	Common Stock	10,066
Stock Appreciation Right	\$ 80.215					03/15/2016	03/15/2023	Common Stock	1,259
Stock Appreciation Right	\$ 47.985					03/15/2017	03/15/2024	Common Stock	18,115
Stock Options (Right to Buy)	\$ 31.24					06/01/2008	06/01/2017	Common Stock	4,000
Stock Options (Right to Buy)	\$ 30.71					03/15/2009	03/15/2018	Common Stock	4,000
Stock Options (Right to Buy)	\$ 13.65					03/15/2010	03/15/2019	Common Stock	3,900
Stock Options (Right to Buy)	\$ 38.395					03/15/2011	03/15/2020	Common Stock	4,333
Stock Options (Right to Buy)	\$ 81.23					03/15/2012	03/15/2021	Common Stock	6,500
Stock Options (Right to Buy)	\$ 127.835					03/15/2013	03/15/2022	Common Stock	6,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gehmacher Hans-Peter 901 S CENTRAL EXPRESSWAY RICHARDSON, TX 75220			Executive Vice President	

## Signatures

Hans-Peter Gehmacher	04/18/2017
<u>                    </u> **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) Restricted Stock Units that shall become vested and convertible into shares of Common Stock as to 1/3 4/15/18; as to 1/3 on 4/15/19; as to 1/3 on 4/15/20, cumulatively.
- (2) After giving effect to the grant of Restricted Stock Units reported herein, consists of 57,612 Restricted Stock Units

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.