

McKelvey Gregory A  
Form 4  
April 17, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McKelvey Gregory A

(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)

04/15/2019

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	04/15/2019		A	Amount 17,602 (1)	A \$ 0 332,215	D	
Common Stock	04/15/2019		F	6,927 D	\$ 13.1 325,288	D	
Common Stock	04/15/2019		F	15,826 D	\$ 13.1 309,462	D	
Common Stock	04/15/2019		A	22,631 (2)	A \$ 0 332,093 (3)	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)

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	\$ 95.905					04/15/2014 04/15/2021	Common Stock 2,499
Stock Appreciation Right	\$ 113.04					03/15/2015 03/15/2022	Common Stock 2,725
Stock Appreciation Right	\$ 80.215					03/15/2016 03/15/2023	Common Stock 1,523
Stock Appreciation Right	\$ 80.215					03/15/2016 03/15/2023	Common Stock 9,133
Stock Appreciation Right	\$ 36.725					12/22/2016 12/22/2023	Common Stock 21,740
Stock Appreciation Right	\$ 47.985					03/15/2017 03/15/2024	Common Stock 17,634

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McKelvey Gregory A 901 S. CENTRAL EXPRESSWAY	Executive Vice President

RICHARDSON, TX 75080

## Signatures

/s/ Gregory A.

04/17/2019

McKelvey

\_\_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) Reflects Performance Stock Units that have vested.
- (2) Restricted Stock Units that shall become vested and convertible into shares of Common Stock as to 1/3 on 4/15/20; as to 1/3 on 4/15/21; and as to 1/3 on 4/15/22, cumulatively.
- (3) Consists of 267,147 Restricted Stock Units subject to a vesting schedule.

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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