

McKelvey Gregory A
 Form 4
 April 17, 2019

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 *
 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
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 04/15/2019 | | A | | 17,602 (1) \$ 0 | D | |
| Common Stock | 04/15/2019 | | F | | 6,927 \$ 13.1 | D | |
| Common Stock | 04/15/2019 | | F | | 15,826 \$ 13.1 | D | |
| Common Stock | 04/15/2019 | | A | | 22,631 (2) \$ 0 | D | |

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

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| 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.
McKelvey

04/17/2019

__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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