

Fossil Group, Inc.
Form 3
April 20, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Belcher Randy | | (Month/Day/Year) | Fossil Group, Inc. [FOSL] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 04/14/2016 | | |
| 901 S. CENTRAL EXPRESSWAY | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| RICHARDSON,Â TXÂ 75080 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Executive Vice President | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 47,856 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | | | |

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| | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|--------------------------|--------------------------------------|-------------------------------|----------------------------|
| Stock Appreciation Right | 03/15/2010 ⁽²⁾ 03/15/2017 | Common Stock 660 \$ 13.65 | D Â |
| Stock Appreciation Right | 03/15/2012 ⁽²⁾ 03/15/2019 | Common Stock 3,477 \$ 81.23 | D Â |
| Stock Appreciation Right | 03/15/2013 ⁽²⁾ 03/15/2020 | Common Stock 1,595 \$ 127.835 | D Â |
| Stock Appreciation Right | 03/15/2014 ⁽²⁾ 03/15/2021 | Common Stock 1,640 \$ 106.395 | D Â |
| Stock Appreciation Right | 03/15/2015 ⁽²⁾ 03/15/2022 | Common Stock 8,824 \$ 113.04 | D Â |
| Stock Appreciation Right | 03/15/2016 ⁽²⁾ 03/15/2023 | Common Stock 9,610 \$ 80.215 | D Â |
| Stock Appreciation Right | 03/15/2016 ⁽²⁾ 03/15/2023 | Common Stock 1,202 \$ 80.215 | D Â |
| Stock Appreciation Right | 03/15/2017 ⁽²⁾ 03/15/2024 | Common Stock 18,368 \$ 47.985 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Belcher Randy 901 S. CENTRAL EXPRESSWAY RICHARDSON, TX 75080 | Â | Â | Â Executive Vice President | Â |

Signatures

Randy Belcher 04/20/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) This amount includes 38,989 Restricted Stock Units

(2) Vests 1/3 each year over 3 years following the grant date.

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.