

Fossil Group, Inc.  
Form 4  
November 24, 2014

**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 \*  
**BOYER JEFFREY N**

(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)  
11/20/2014

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/20/2014		M		5,000 A \$ 43.92	14,573	D
Common Stock	11/20/2014		M		4,000 A \$ 42.76	18,573	D
Common Stock	11/20/2014		S		5,000 D \$ 109.5335	13,573	D
Common Stock	11/20/2014		S		4,000 D \$ 109.4901	9,573	D
Common Stock	11/24/2014		M		6,000 A \$ 16.416	15,573	D
	11/24/2014		S		6,000 D \$ 110.776	9,573 <sup>(1)</sup>	D

Common  
Stock

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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 43.92	11/20/2014		M	5,000	12/20/2008 12/20/2017	Common Stock	5,000
Stock Options (Right to Buy)	\$ 42.76	11/20/2014		M	4,000	01/01/2009 01/01/2018	Common Stock	4,000
Stock Options (Right to Buy)	\$ 16.415	11/24/2014		M	6,000	01/01/2010 01/01/2019	Common Stock	6,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

BOYER JEFFREY N  
901 S. CENTRAL EXPRESSWAY  
RICHARDSON, TX 75080

X

## Signatures

/s/ Randy S. Hyne,  
Attorney-in-Fact

11/24/2014

\_\_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) Includes 1,189 restricted stock units.
  - (2) Not applicable.

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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