

Fossil Group, Inc.  
Form 8-K  
May 24, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 23, 2018**

**FOSSIL GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**0-19848**  
(Commission File  
Number)

**75-2018505**  
(IRS Employer Identification  
No.)

**901 S. Central Expressway**  
**Richardson, Texas**  
(Address of principal executive offices)

**75080**  
(Zip Code)

Registrant's telephone number, including area code **(972) 234-2525**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period or complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Fossil Group, Inc. (the Company) held its 2018 Annual Meeting of Stockholders (the Annual Meeting) on May 23, 2018 to (i) elect nine directors to the Board to serve for a term of one year or until their respective successors are elected and qualified ( Proposal 1 ), (ii) hold an advisory vote on executive compensation ( Proposal 2 ), (iii) vote on a proposal to approve the First Amendment to the Fossil Group, Inc. 2016 Long-Term Incentive Plan ( Proposal 3 ), and (iv) ratify the appointment of Deloitte and Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 29, 2018 ( Proposal 4 ). For more information about the foregoing proposals, see the Company's definitive proxy statement dated April 12, 2018.

The table below shows the final results of the voting at the Annual Meeting:

|                     | Votes in Favor | Votes Cast Against | Abstain | Broker Non-Votes |
|---------------------|----------------|--------------------|---------|------------------|
| Proposal 1          |                |                    |         |                  |
| Mark R. Belgya      | 35,099,037     | 906,564            | 14,348  | 5,494,745        |
| William B. Chiasson | 34,847,530     | 1,157,866          | 14,553  | 5,494,745        |
| Mauria A. Finley    | 34,836,845     | 1,167,972          | 15,133  | 5,494,744        |
| Kosta N. Kartsotis  | 34,258,322     | 1,295,177          | 466,450 | 5,494,745        |
| Diane L. Neal       | 34,299,487     | 1,706,219          | 14,243  | 5,494,745        |
| Thomas M. Nealon    | 34,761,374     | 1,243,685          | 14,890  | 5,494,745        |
| James E. Skinner    | 34,630,213     | 1,374,846          | 14,890  | 5,494,475        |
| Gail B. Tifford     | 35,097,277     | 908,430            | 14,242  | 5,494,475        |
| James M. Zimmerman  | 34,702,464     | 1,303,181          | 14,305  | 5,494,744        |
| Proposal 2          | 34,031,651     | 1,967,473          | 20,825  | 5,494,745        |
| Proposal 3          | 28,997,165     | 6,968,046          | 54,739  | 5,494,744        |
| Proposal 4          | 40,715,275     | 777,752            | 21,667  | 0                |

**Item 8.01 Other Events**

The Company's Board of Directors unanimously voted to reduce the automatic grant of Restricted Stock Units that would be granted to the outside directors of the Company in connection with the Annual Meeting pursuant to the Fossil Group, Inc. 2016 Long-Term Incentive Plan, as amended (the Plan). Instead of receiving a grant of Restricted Stock Units equal to the number of shares of Company common stock having an aggregate Fair Market Value (as defined in the Plan) of \$130,000, such outside directors will receive 25% less Restricted Stock Units. In connection with this reduction, the outside directors have executed a waiver for the 25% portion of such grant that they would otherwise be entitled to under the Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**FOSSIL GROUP, INC.**

Date: May 24, 2018

By: /s/ Jeffery N. Boyer

Name:

Jeffery N. Boyer

Title:

Executive Vice President, Chief Financial  
Officer and Treasurer