

FOSSIL INC
Form 10-Q/A
September 19, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: July 2, 2005

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number: 0-19848

FOSSIL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

75-2018505
(I.R.S. Employer
Identification No.)

2280 N. Greenville Avenue, Richardson, Texas 75082

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(Address of principal executive offices)

(Zip Code)

(972) 234-2525

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12-b-2 of the Exchange Act).

Yes No

The number of shares of the registrant's common stock outstanding as of September 15, 2005: 70,883,915.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (this Amendment) amends the Quarterly Report on Form 10-Q for the quarterly period ended July 2, 2005 filed on August 11, 2005 (the Original Filing). We have filed this Amendment solely to include information in Part II, Item 4 Submission of Matters to a Vote of Security Holders, regarding the election of three (3) directors to our Board of Directors who were elected at our annual meeting of stockholders held on May 25, 2005. This information was inadvertently omitted from the Original Filing. In addition, in connection with the filing of this Amendment and pursuant to the rules of the Securities and Exchange Commission, we are including with this Amendment certain currently dated certifications.

Except as described above, no other changes have been made to the Original Filing. This Amendment has not resulted in any changes to our previously reported financial results. This Amendment continues to speak as of the date of the Original Filing, and we have not updated the disclosures contained in this Amendment to reflect any events that occurred at a date subsequent to the Original Filing.

PART II - OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Security Holders.

We held our annual meeting of stockholders (the Meeting) on May 25, 2005. At the Meeting, the stockholders voted upon a proposal to elect three (3) directors to serve for a term of three years or until their respective successors are elected and qualified. No other matters were voted on at the Meeting. A total of 65,814,367 shares were represented at the Meeting.

The number of shares that were voted for, and that were withheld from, each of the director nominees in the proposal is as follows:

| Director Nominee | For | Withheld |
|-------------------------|------------|-----------------|
| Kenneth W. Anderson | 63,548,574 | 2,265,793 |
| Michael W. Barnes | 49,585,105 | 16,229,262 |
| Andrea Camerana | 50,952,722 | 14,861,645 |

The directors whose term of office as a director continued after the Meeting are Alan J. Gold, Kosta Kartsotis, Tom Kartsotis, Jal S. Shroff, Michael Steinberg, and Donald J. Stone.

Item 6. Exhibits.

(a) Exhibits

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- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.

SIGNATURES

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

FOSSIL, INC.

Date: September 19, 2005

/s/ Mike L. Kovar
Mike L. Kovar
Senior Vice President and Chief Financial Officer
(Principal financial and accounting officer and officer duly
authorized to sign on behalf of Registrant)

EXHIBIT INDEX

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| Exhibit Number | Document Description |
|---------------------------|---|
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| 31.2 | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934. |