

Fossil Group, Inc.  
Form 8-K  
May 23, 2014

**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 21, 2014**

**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**

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**FOSSIL GROUP, INC.**

(Former name or former address, if changed since last report.)

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):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Fossil Group, Inc. (the Company) held its 2014 Annual Meeting of Stockholders (the Annual Meeting) on May 21, 2014 to (i) elect eleven 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 ), and (iii) ratify the appointment of Deloitte and Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending January 3, 2015 ( Proposal 3 ). For more information about the foregoing proposals, see the Company's definitive proxy statement dated April 8, 2014.

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

|                     | Votes in Favor | Votes Cast Against | Abstain | Broker Non-Votes |
|---------------------|----------------|--------------------|---------|------------------|
| <b>Proposal 1</b>   |                |                    |         |                  |
| Elaine B. Agather   | 45,347,754     | 46,069             | 145,623 | 1,839,168        |
| Jeffrey N. Boyer    | 45,154,858     | 39,064             | 345,524 | 1,839,168        |
| William B. Chiasson | 45,371,377     | 42,574             | 125,494 | 1,839,169        |
| Kosta N. Kartsotis  | 44,197,510     | 1,154,379          | 187,556 | 1,839,169        |
| Diane L. Neal       | 45,314,521     | 79,311             | 145,614 | 1,839,168        |
| Thomas M. Nealon    | 45,312,510     | 81,277             | 145,659 | 1,839,168        |
| Mark D. Quick       | 45,149,915     | 43,816             | 345,714 | 1,839,169        |
| Elysia Holt Ragusa  | 45,055,168     | 138,637            | 345,640 | 1,839,169        |
| Jal S. Shroff       | 45,119,942     | 74,023             | 345,480 | 1,839,169        |
| James E. Skinner    | 45,155,359     | 38,598             | 345,489 | 1,839,168        |
| James M. Zimmerman  | 45,113,322     | 80,636             | 345,488 | 1,839,168        |
| <b>Proposal 2</b>   | 44,761,027     | 639,713            | 138,640 | 1,839,234        |
| <b>Proposal 3</b>   | 46,793,631     | 460,457            | 124,526 |                  |

**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 23, 2014

|        |  |
|--------|--|
| By:    | /s/ Dennis R. Secor                                  |
| Name:  | Dennis R. Secor                                      |
| Title: | Executive Vice President and Chief Financial Officer |