

Fossil Group, Inc.
Form 8-K
March 20, 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) **March 18, 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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(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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 18, 2014, the Board of Directors of Fossil Group, Inc. approved an amendment to Section 3.1 of the Fourth Amended and Restated Bylaws of Fossil Group, Inc. (the Bylaws), effective immediately, to provide for majority voting in uncontested elections of directors.

The foregoing description of the amendment to the Bylaws is qualified in its entirety by reference to the full text of the amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

3.1 Amendment No. 1 to Fourth Amended and Restated Bylaws of Fossil Group, Inc.

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: March 20, 2014

By: /s/ Dennis R. Secor

Name:

Dennis R. Secor

Title:

Executive Vice President and Chief

Financial Officer

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
3.1	Amendment No. 1 to Fourth Amended and Restated Bylaws of Fossil Group, Inc.