

FOSSIL INC
Form SC 13D/A
March 25, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

FOSSIL, INC.

(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

349882100

(CUSIP Number)

Tom Kartotis

Fossil, Inc.

2280 N. Greenville Avenue

Richardson, Texas 75082

(972) 234-2525

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 20, 2009

(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 349882100

1. Names of Reporting Persons
Tom Kartsotis
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO/PF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
United States
7. Sole Voting Power
7,555,999(1)
8. Shared Voting Power
1,450,752(2)
9. Sole Dispositive Power
7,555,999(1)
10. Shared Dispositive Power
1,450,752(2)
11. Aggregate Amount Beneficially Owned by Each Reporting Person
9,006,751(1)(2)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
13.5%(3)
14. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

(1) Includes 63,521 shares owned by Mr. Kartsotis as custodian for Annie Grace Kartsotis and Jack Kosta Kartsotis, both minors, 2,666,667 shares pledged as collateral to secure a revolving line of credit being extended by JPMorgan Chase Bank, N.A. to Mr. Kartsotis and 813,144 shares pledged as collateral to secure a margin loan to Kosta N. Kartsotis, brother of Mr. Kartsotis.

(2) Comprised of 1,450,752 shares owned by Lynne Kartsotis, wife of Tom Kartsotis, as to which Mr. Kartsotis disclaims beneficial ownership.

(3) Based on 66,545,890 shares issued and outstanding as of February 27, 2009.

Item 1. Security and Issuer.

This Amendment No. 3 to Schedule 13D is filed to amend the Schedule 13D relating to the common stock, par value \$0.01 per share (the Common Stock), of Fossil, Inc., a Delaware corporation (the Issuer or Company) filed February 17, 2009, as amended and/or supplemented by Amendment No. 1 thereto filed March 6, 2009 and Amendment No. 2 thereto filed March 19, 2009 (as amended, the Schedule 13D). This Amendment No. 3 is filed to disclose a decrease in the percentage of the Common Stock that may be deemed to be beneficially owned by Mr. Kartsotis and to disclose a Rule 10b5-1 Sales Plan, dated effective as of March 25, 2009. Each capitalized term used and not defined herein shall have the meaning assigned to such term in the Schedule 13D. Except as otherwise provided herein, each Item of the Schedule 13D remains unchanged.

Item 5. Interest in Securities of the Issuer.

Item 5(c) is amended and restated in its entirety as follows:

(c) Transactions in shares of Common Stock of the Issuer effected by Lynne Kartsotis since the most recent filing on Schedule 13D consist of the following transactions:

| Transaction Date | Shares Acquired | Shares Disposed | Price Per Share | Description of Transaction |
|------------------|-----------------|-----------------|-----------------|----------------------------|
| March 19, 2009 | 0 | 200,000 | 15.8721(1) | Open market sale |

(1) Excluding commissions of \$0.05 per share.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is amended and restated in its entirety as follows:

Except as otherwise described herein, there are no contracts, arrangements, understandings, or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Issuer.

Mr. Kartsotis is a party to a Commercial Pledge Agreement, dated as of February 26, 2009, by and among Mr. Kartsotis and JPMorgan Chase Bank, N.A. (the Bank), pursuant to which Mr. Kartsotis has pledged 2,666,667 shares of Common Stock to secure, among other things, a revolving line of credit being extended by the Bank to Mr. Kartsotis. In addition, of the shares described herein, 813,144 shares held by Mr. Kartsotis are pledged as collateral to secure a margin loan for the benefit of Kosta N. Kartsotis, brother of Mr. Kartsotis. Mr. Kartsotis is also a party to a sales plan intended to satisfy the requirements of Rule 10b5-1 under the Exchange Act to sell a portion of the shares described herein. The Sales Plan covers the sale of up to 2,500,000 shares of Common Stock.

The foregoing description of the Sales Plan is a summary only and is qualified in its entirety by the terms of the Sales Plan, which is attached hereto as an exhibit and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

The following exhibits are filed as exhibits hereto:

| Exhibit | Description of Exhibit |
|---------|--|
| 1 | Rule 10b5-1 Sales Plan, dated effective as of March 25, 2009 |

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 25, 2009

TOM KARTSOTIS

By: /s/ Tom Kartsotis
Name: Tom Kartsotis

EXHIBIT INDEX

| Exhibit | Description of Exhibit |
|----------------|--|
| 1 | Rule 10b5-1 Sales Plan, dated effective as of March 25, 2009 |