

FOSSIL INC
Form SC 13D/A
March 19, 2009

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

FOSSIL, INC.

(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

349882100

(CUSIP Number)

Tom Kartsothis

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 16, 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 Kartsois
 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) | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8. | Shared Voting Power 1,650,752(2) | |
| | 9. | Sole Dispositive Power 7,555,999(1) | |
| | 10. | Shared Dispositive Power 1,650,752(2) | |
| | 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 9,206,751(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)
13.8%(3)
 14. Type of Reporting Person (See Instructions)
IN

(1) Includes 63,521 shares owned by Mr. Kartsois as custodian for Annie Grace Kartsois and Jack Kosta Kartsois, both minors, and 5,000,000 shares pledged as collateral to secure a revolving line of credit being extended by JPMorgan Chase Bank, N.A.

(2) Comprised of 1,650,752 shares owned by Lynne Kartsois, wife of Tom Kartsois, as to which Mr. Kartsois 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. 2 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 (as amended, the Schedule 13D). This Amendment No. 2 is filed to disclose a decrease in the percentage of the Common Stock that may be deemed to be beneficially owned by Mr. Kartsotis. 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.

(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 18, 2009 | 0 | 150,000 | 14.3819(1) | Open market sale |
| March 17, 2009 | 0 | 160,300 | 13.5084(1) | Open market sale |
| March 16, 2009 | 0 | 82,984 | 13.4355(1) | Open market sale |
| March 13, 2009 | 0 | 95,949 | 13.6796(1) | Open market sale |
| March 12, 2009 | 0 | 200,000 | 13.1588(1) | Open market sale |
| March 11, 2009 | 0 | 156,000 | 12.9200(1) | Open market sale |
| March 10, 2009 | 0 | 150,000 | 12.2936(1) | Open market sale |

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

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 18, 2009

TOM KARTSOTIS

By: /s/ Tom Kartsotis
Name: Tom Kartsotis