SKECHERS USA INC

Form 4

October 02, 2014

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

may continue. See Instruction

1(b).

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

GREENBERG JEFFREY

2. Issuer Name and Ticker or Trading

Symbol

SKECHERS USA INC [SKX]

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year)

228 MANHATTAN BEACH BLVD. 09/30/2014

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

X_ Director 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

7. Nature of

Ownership

(9-02)

(Instr. 4)

Indirect

Person

5. Amount of

Securities

Owned

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MANHATTAN BEACH, CA 90266

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5) (A)

Following Reported Transaction(s)

Code V Amount (D) Price

or (Instr. 3 and 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

(Month/Day/Year)

3. Transaction Date 3A. Deemed Execution Date, if (Month/Day/Year)

5. Number of 4. **TransactionDerivative** Code Securities (Instr. 8) Acquired (A) or 6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amoun Underlying Securiti (Instr. 3 and 4)

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	Derivative Security				Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Forward Sale Contract (Obligation to Sell)	(1) (2) (3)	09/30/2014	J/K		121,100 (1) (2) (3)		04/06/2015	04/06/2015	Class A Common Stock	121,

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GREENBERG JEFFREY
228 MANHATTAN BEACH BLVD. X
MANHATTAN BEACH, CA 90266

Signatures

Jeffrey Greenberg 10/02/2014

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On September 30, 2014, the reporting person entered into a forward sale contract with an unaffiliated third party buyer. This contract obligates the reporting person to deliver to the buyer up to 121,100 shares of SKX Class A common stock (or, at the reporting person's election, an equivalent amount of cash based on the market price of SKX Class A common stock at that time) on the third business day

- (1) following the maturity date of the contract (April 6, 2015). In exchange for assuming this obligation, the reporting person will receive a cash payment of \$5,076,339. The reporting person pledged 121,100 shares of SKX Class A common stock (the "New Pledged Shares") to secure his obligations under the contract, and retained voting and dividend rights in the New Pledged Shares during the term of the pledge. (continued in footnote 2)
 - The number of shares of SKX Class A common stock to be delivered to the buyer on the third business day following the maturity date would be determined as follows: (a) if the closing price of SKX Class A common stock on April 6, 2015 (the "Settlement Price") is less than or equal to \$42.00 (the "Floor Level"), the reporting person will deliver to the buyer all of the New Pledged Shares: (b) if the
- than or equal to \$42.00 (the "Floor Level"), the reporting person will deliver to the buyer all of the New Pledged Shares; (b) if the Settlement Price is between the Floor Level and \$61.50 (the "Cap Level"), the reporting person will deliver to the buyer a number of shares of SKX Class A common stock equal to 121,100 shares multiplied by a fraction, the numerator of which is the Floor Level and the denominator of which is the Settlement Price; (continued in footnote 3)
- and (c) if the Settlement Price is greater than the Cap Level, the reporting person will deliver to the buyer the number of shares of SKX (3) Class A common stock equal to 121,100 shares multiplied by a fraction, the numerator of which is the Floor Level plus the excess of the Settlement Price over the Cap Level, and the denominator of which is the Settlement Price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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