

SKECHERS USA INC  
Form 8-K  
August 14, 2008

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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):

August 13, 2008

SKECHERS U.S.A., INC.

(Exact name of registrant as specified in its charter)

Delaware

001-14429

95-4376145

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

228 Manhattan Beach Boulevard, Manhattan  
Beach, California

90266

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(310) 318-3100

Not Applicable

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:

- 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))



**Top of the Form**

**Item 7.01 Regulation FD Disclosure.**

On August 13, 2008, Skechers U.S.A., Inc., issued a press release announcing that it had made an acquisition proposal to acquire Heelys, Inc. (NASDAQ:HLYS) for \$5.25 per share in cash, or an aggregate of \$142.8 million, based upon the number of fully-diluted shares of Heelys common stock outstanding as set forth in Heelys' SEC filings, subject to certain terms and conditions. A copy of the press release, including the letter proposal dated August 13, 2008 and a prior acquisition proposal dated May 28, 2008, is furnished as Exhibit 99.1, and is, in its entirety, incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

99.1 Press Release dated August 13, 2008.

The information in this current report and the exhibit attached hereto is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended. The furnishing of the information in this Current Report is not intended to, and does not, constitute a representation that such furnishing is required by Regulation FD or that the information this Current Report contains is material investor information that is not otherwise publicly available.

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**Top of the Form**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SKECHERS U.S.A., INC.

*August 13, 2008*

*By: /s/ Philip Paccione*

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*Name: Philip Paccione*

*Title: Corporate Secretary*

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**Top of the Form**

Exhibit Index

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>            |
|---------------------------|--------------------------------------|
| 99.1                      | Press Release dated August 13, 2008. |