

SKECHERS USA INC  
 Form 4/A  
 February 13, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GREENBERG JEFFREY**

(Last) (First) (Middle)

228 MANHATTAN BEACH BLVD.

(Street)

MANHATTAN BEACH, CA 90266

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SKECHERS USA INC [SKX]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**01/16/2008**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**04/16/2013**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	02/06/2013		G	V 2,952 D \$ 0	170,311.871 (1)	I (2)	Jeffrey and Lori Greenberg Family Trust

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class B Common Stock <sup>(3)</sup>	<u>(4)</u>	01/16/2008		G	V 1,448 <sup>(1)</sup>	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	1,448
Class B Common Stock <sup>(3)</sup>	<u>(4)</u>	03/22/2013		G	V 107,429	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	107,429
Class B Common Stock <sup>(3)</sup>	<u>(4)</u>	01/16/2008		G	V 1,448 <sup>(1)</sup>	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	1,448

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENBERG JEFFREY 228 MANHATTAN BEACH BLVD. MANHATTAN BEACH, CA 90266			X	

## Signatures

Jeffrey Greenberg 02/13/2014

\*\*Signature of Reporting Person

Date

## 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).
- (1) This amendment is being filed to report a gift of 1,448 shares of Class B common stock that was erroneously reported as a gift of 1,448 shares of Class A common stock on the original filing of the Form 4.
- (2)

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This amendment is also being filed to report that these shares, which have been previously reported as being held directly by Mr. Greenberg, are indirectly held by the Jeffrey and Lori Greenberg Family Trust (the "Trust"), of which Mr. Greenberg and his wife are co-trustees and beneficiaries. While Mr. Greenberg directly held these shares at one time, they have been transferred to the Trust in a series of transactions since 2002, resulting in a change in the form of Mr. Greenberg's beneficial ownership of these shares.

- Holders of Class A Common Stock and Class B Common Stock generally have identical rights, except that holders of Class A Common
- (3) Stock are entitled to one vote per share while holders of Class B Common Stock are entitled to ten votes per share on matters to be voted on by stockholders.

- Shares of Class B Common Stock are convertible into Class A Common Stock on a one-for-one basis for no additional consideration at
- (4) any time, with no expiration date, upon voluntary conversion by the holder of such shares or upon any sale or transfer of such shares with certain exceptions.

- Represents updated number of shares held by the Jeffrey and Lori Greenberg Family Trust (the "Trust") following the gift on March 23,
- (5) 2012 that was reported on November 2, 2012, since it would be impractical to report the number of shares held immediately following this transaction.

- (6) Represents shares held by the Trust that were Mr. Greenberg's separate property, which he gifted to his wife. Following such gift, these shares remained in the Trust but became his wife's separate property.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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