

SKECHERS USA INC
Form 4
October 02, 2014

FORM 4

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

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
228 MANHATTAN BEACH BLVD.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2014

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

MANHATTAN BEACH, CA 90266

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (9-02)

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)

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Derivative Security	(1) (2) (3)	Date	Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount
			(A)	(D)				
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	121,100

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
10/02/2014
**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).

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 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 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.

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