Crocs, Inc.
Form 10-K
March 02, 2015

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ý **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2014

or

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to
Commission File No. 0-51754

CROCS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**20-2164234**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

7477 East Dry Creek Parkway
Niwot, Colorado 80503
(303) 848-7000
(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)
Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Name of each exchange on which registered:
Common Stock, par value $0.001 per share	The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ý No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No ý

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-K or any amendment to the Form 10-K. ý

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ý	Accelerated filer o	Non-accelerated filer o (do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is shell company (as defined in Rule 12b-2 of the Act). Yes o No ý

The aggregate market value of the voting common stock held by non-affiliates of the registrant as of June 30, 2014 was $1.3 billion. For the purpose of the foregoing calculation only, all directors and executive officers of the registrant and owners of more than 10% of the registrant's common stock are assumed to be affiliates of the registrant. This determination of affiliate status is not necessarily conclusive for any other purpose.

The number of shares of the registrant's common stock outstanding as of January 30, 2015 was 77,834,494.

DOCUMENTS INCORPORATED BY REFERENCE

Part III incorporates certain information by reference from the registrant's proxy statement for the 2015 annual meeting of stockholders to be filed no later than 120 days after the end of the registrant's fiscal year ended December 31, 2014.

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Special Note Regarding Forward-Looking Statements

Statements in this Form 10-K and in documents incorporated by reference herein (or otherwise made by us or on our behalf) may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, we may make other written and oral communications from time to time that contain such statements. Forward-looking statements include statements as to industry trends, our future expectations and other matters that do not relate strictly to historical facts and are based on certain assumptions of our management. These statements, which express management's current views concerning future events or results, use words like "anticipate," "assume," "believe," "continue," "estimate," "expect," "future," "intend," "plan," "project," "strive," and future or conditional tense verbs like "could," "may," "might," "should," "will," "would" and similar expressions or variations. Forward-looking statements are subject to risks, uncertainties and other factors which may cause actual results to differ materially from future results expressed or implied by such forward-looking statements. Important factors that could cause actual results to differ materially from the forward-looking statements include, without limitation, those described in the section titled "Risk Factors" (Item 1A. of this annual report on Form 10-K). Moreover, such forward-looking statements speak only as of the date of this report. We undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements.

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For the Year Ended December 31, 2014

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PART I

ITEM 1. Business

The Company

Crocs, Inc. and its consolidated subsidiaries (collectively the "Company," "we," "our" or "us") are engaged in the design, development, manufacturing, worldwide marketing and distribution of casual lifestyle footwear, apparel and accessories for men, women and children. We strive to be the global leader in the sale of molded footwear featuring fun, comfort, color and functionality. Our products include footwear and accessories that utilize our proprietary closed-cell resin, called Croslite. The use of this unique material enables us to produce innovative, lightweight, non-marking, and odor-resistant footwear. We currently sell our products in more than 90 countries through domestic and international retailers and distributors and directly to end-user consumers through our company-operated retail stores, outlets, webstores and kiosks.

In 2002, we launched the marketing and distribution of our original clog style footwear in the United States. The unique characteristics of Croslite enabled us to offer consumers a shoe unlike any other footwear model then available. Since the initial introduction and popularity of the Beach and Crocs Classic designs, we have expanded our Croslite products to include a variety of new styles and products and have further extended our product reach through the acquisition of brand platforms such as Jibbitz, LLC ("Jibbitz") and Ocean Minded, Inc. ("Ocean Minded"). Going forward, we intend to focus our footwear product lines on our core molded footwear heritage, as well as develop new innovative casual lifestyle footwear collections. We intend to streamline our product portfolio, eliminate non-core product development and explore strategic alternatives for non-core programs such as our golf line and our Ocean Minded brand, as well as our apparel and accessories business.

The broad appeal of our footwear has allowed us to market our products to a wide range of distribution channels, including family footwear stores, department stores and traditional footwear retailers as well as a variety of specialty and independent retail channels and the internet. We intend to drive cohesive global brand positioning from region-to-region and year-to-year in order to establish more powerful consumer connections and deliver more consistent product designs. This strategy will be accomplished through developing powerful product stories supported with effective and consistent global marketing campaigns. Finally, we intend to increase our working market spend, which we define as funds that put marketing messages in front of consumers.

As a global company, we have significant revenues and costs denominated in currencies other than the U.S. Dollar. Sales in international markets in foreign currencies are expected to continue to represent a substantial portion of our revenues. Likewise, we expect our subsidiaries with functional currencies other than the U.S. Dollar will continue to represent a substantial portion of our overall gross margin and related expenses. Accordingly, changes in foreign currency exchange rates could materially affect revenues and costs or the comparability of revenues and costs from period to period as a result of the impact of foreign currency translation adjustments into our reporting currency.

Products

Footwear

Our footwear product offerings have grown significantly since we first introduced the single-style clog in six colors, in 2002. We currently offer a wide variety of footwear products, some of which includes sandals, sneakers, mules, flats and boots, which are made of materials like leather and textile fabrics as well as Croslite. Footwear sales made up 97.6%, 96.9% and 95.8% of total revenues for the years ended December 31, 2014, 2013 and 2012, respectively. During the years ended December 31, 2014, 2013 and 2012, approximately 73.5%, 71.1% and 75.3%, respectively, of unit sales consisted of products geared toward adults compared to 26.5%, 28.9% and 24.7%, respectively, of unit sales of products geared toward children.

A key differentiating feature of our footwear products is the "Croslite" material, which is uniquely suited for comfort and functionality. Croslite is carefully formulated to be of a density that creates extremely lightweight, comfortable and non-marking footwear which conforms to the shape of the foot and increases comfort. Croslite is a closed-cell resin material which is water resistant, virtually odor free and allows many of our footwear styles to be cleaned simply with water. As we have expanded our product offering, we have incorporated traditional materials such as textile fabric and leather into many new styles; however, we continue to utilize the Croslite material for the foot bed, sole and other key structural components for many of these styles.

We strive to provide our global consumer with a year-round product assortment featuring comfort, fun, casual styling, color and innovation. Our collections are designed to meet the needs of the family by focusing on their key wearing occasions. Our goal is to deliver world-class product assortments for the family with all of the comfort features and benefits Crocs is known for. We have been discontinuing non-core programs in order to focus on growing our core-molded heritage category while developing more compelling casual footwear platforms. Our products are divided into three product offerings: Core, Casual Lifestyle and Active.

Core Products

At the heart of our brand resides the Classic, our first and most iconic style for adults and kids that embodies our innovation in molding and design, delivers all-day comfort, and has established a new category in the footwear marketplace. The unique look and feel of the Classic can be experienced throughout our entire product line due to the design and application of our proprietary material Croslite. We have expanded our core molded product line, introduced in 2002, with the addition of dual density technology, warm lined styles, seasonal flips and slides. Licensed style partnerships from Disney, Marvel, Sanrio, Nickelodeon and Warner Bros., among others, provide popularity to our kids' core line along with our kids-only product innovations including lights, color-change materials and interactive elements.

In addition, we have extended our licensing partnerships to brand partnerships artists such as Jon Burgerman, as well as stylist Patricia Field. Invigorating our core product assortment is a key focus for growth and we will expand our reach with new styling, 'built just for her' silhouettes and lots of great color and graphic treatments. New Citilane and Bump It programs merge "retro" sports styling with classic Crocs looks for a fresh and fun look for men, women, boys and girls. Our core molded products are available to all channels of distribution and span both stylish and active wearing occasions for the entire family.

Casual Lifestyle Products

Our Casual Lifestyle Category showcases collections designed for the family around casual and stylish wearing occasions with a relaxed and fun point of view. This category is primarily designed for our consumers shopping in footwear, specialty/independent retailers, department stores and our own direct-to-consumer channel.

Active Products

Our Active Category showcases collections designed with an active-casual point of view, catering to on-the-go families with busy lifestyles. These collections are primarily found in sport, footwear, specialty/independent retailers and our own direct-to-consumer channel.

Accessories

In addition to our footwear brands, we own the Jibbitz brand, a unique accessory product-line with colorful snap-on charms specifically suited for Crocs shoes. We acquired Jibbitz in December 2006 and have expanded the product line to include a wide variety of charms in varying shapes and sizes, with designs such as flowers, sports gear, seasonal and holiday designs, animals, symbols, letters and rhinestones. Crocs licensing agreements also extend to Jibbitz, which allows Jibbitz to create designs bearing logos and emblems of Disney, Nickelodeon and Sanrio, among others. Jibbitz designs allow Crocs consumers to personalize their footwear to creatively express their individuality. Sales from Jibbitz designs made up 1.5%, 2.8% and 3.5% of total revenues for the years ended December 31, 2014, 2013 and 2012, respectively.

Sales and Marketing

Each season, we focus on presenting a compelling "brand story and experience" for our new product collections and our broader casual lifestyle assortment. Our marketing efforts center on multi-level story-telling across diverse wearing occasions and product silhouettes.

As we are a global brand, our marketing model is based on global relevance while still allowing for regional flexibility in execution. At the regional or market level, campaigns are initiated using a mix of digital, social, and traditional media outlets that align with local marketplaces and target consumer dynamics. This strategy allows for relevant cross-channel input coordinated through our global brand objectives to drive an aligned global marketing and brand strategy.

We have three primary sales channels: wholesale, retail and internet (discussed at a more detailed level below). Our marketing efforts are aimed toward driving business to both our wholesale partners and our company-operated retail and internet stores. Our marketing efforts in the wholesale and retail channels are focused on visual product merchandising with alignment on key stories, activation materials and creative materials. Retail stores provide a unique opportunity to engage with customers in a three-dimensional manner. Strong emphasis is placed on making the store experience a meaningful and memorable showcase of our larger assortment of casual lifestyle footwear and key new product launches. Our marketing, merchandising, and visual merchandising departments work closely together to ensure the store environment and merchandise are aligned to support key seasonal product offerings while promoting the larger product lines and iconic product collections.

Wholesale Channel

During the years ended December 31, 2014, 2013 and 2012, approximately 55.7%, 56.5% and 57.5% of net revenues, respectively, were derived from sales through the wholesale channel which consists of sales to distributors and third-party retailers. Wholesale customers include national and regional retail chains, department stores, sporting goods stores, independent footwear retailers and family footwear retailers, such as Academy, Rack Room Shoes, Famous Footwear, Kohl's, DSW, Shoe Carnival, Dick's Sporting Goods, Nordstrom, Xebio and Murasaki Sports, as well as on-line retailers such as Amazon and Zappos. No single customer accounted for 10% or more of our revenues for any of the years ended December 31, 2014, 2013 and 2012.

We use third-party distributors in select markets where we believe such arrangements are preferable to direct sales. These third-party distributors purchase products pursuant to a price list and are granted the right to resell the products in a defined territory, usually a country or group of countries. Our typical distribution agreements have terms of one to four years, are generally terminable upon 30 days prior notice and have minimum sales requirements. Many of our agreements allow us to accept returns from wholesale customers at our discretion for defective products, quality issues and shipment errors on an exception basis or, for certain wholesale customers, and to extend pricing discounts in lieu of defective product returns. We also may accept returns from our wholesale

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customers, on an exception basis, for the purpose of stock re-balancing to ensure that our products are merchandised in the proper assortments. Additionally, we may provide markdown allowances to key wholesale customers to facilitate in-channel product markdowns where sell-through is less than anticipated.

Consumer Direct Channels

Consumer direct sales channels include retail and internet channels and serve as an important and effective means to enhance our product and brand awareness as they provide direct access to our consumers and an opportunity to showcase our entire line of footwear and accessory offerings. Consequently, we view the consumer direct channels to be complementary to our wholesale channel.

Retail Channel

During the years ended December 31, 2014, 2013 and 2012, approximately 35.5%, 35.0% and 33.4%, respectively, of our net revenues were derived from sales through our retail channel. We operate our retail channel through three integrated platforms: full-service retail locations, outlet locations, and kiosk/store-in-store locations. Our three types of store platforms enable us to organically promote the breadth of our product in high-traffic, highly visible locations. Our strategy for expanding our global retail business is to increase our market share in a disciplined manner, by selectively opening additional stores in new and existing markets, as well as increasing sales in existing stores, to support our long-term strategic growth objective to further build Crocs into the leading casual lifestyle footwear brand in the world. We will continue to moderate the pace of our retail expansion in 2015 with a focus on outlet and kiosk locations and consolidating and enhancing the profitability of existing locations. We halted the expansion of our retail channel and have begun to focus on the long-term profitability of current locations. We opened 70 company-operated stores during the year ended December 31, 2014, half of which were outlet or low investment kiosk/store-in-store locations, and closed 104 company-operated stores, 20 of which were identified in the initial restructuring plan. As store growth will vary in new and existing markets due to many factors, including maturity of the market and brand recognition, we periodically evaluate the fixed assets and leasehold improvements related to our retail locations for impairment.

Full Retail Locations

Our company-operated retail locations allow us to effectively showcase the full extent of our new and existing products to customers at retail pricing. In addition, our full retail locations enable us to interact with our customers on a personal level in order to guarantee a satisfying shopping experience as well as to obtain key retail metrics to better fulfill customer demands. On average, the optimal space for our retail locations is between approximately 1,500 and 1,800 square feet, depending on the geographical vicinity of the property, and typically located in high-traffic shopping malls or districts. During the year ended December 31, 2014, we closed 56 stores and opened 40 new stores, including a three-story flagship location with approximately 4,500 square feet of selling space in a 13,600 square foot building located on 34th Street in New York. As of December 31, 2014, 2013, and 2012, we operated 311, 327 and 287 global full retail stores, respectively.

Outlet Locations

Our company-operated outlet locations allow us to sell discontinued and overstock merchandise directly to consumers at discounted prices. We additionally sell full priced products in certain of our outlet stores. Outlet locations follow a similar size model as our full retail stores; however, they are generally located within outlet shopping locations. During the year ended December 31,

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2014, we closed 18 locations and opened 22 new locations. As of December 31, 2014, 2013 and 2012, we operated 174, 170 and 129 global outlet stores, respectively.

Kiosk / Store-in-Store Locations

Our company-operated kiosks and store-in-store locations allow us to market specific product lines with the further flexibility to tailor products to consumer preferences in shopping malls and other high foot traffic areas. With bright and colorful displays, efficient use of retail space, and limited initial capital investment, we believe that kiosks can be an effective outlet for marketing our products. As part of our overall retail strategy, we continue to close certain kiosks/store-in-store locations, as we believe our full retail and outlet locations allow us to better merchandise the full extent and depth of our product line. During the year ended December 31, 2014, we closed 30 locations and opened eight new locations. As of December 31, 2014, 2013 and 2012, we operated 100, 122 and 121 global kiosks and store-in-stores, respectively.

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The following table illustrates the net growth in 2014 with respect to the number of our company-operated retail locations by reportable operating segment and country:

Company-operated retail locations:	December 31, 2013	Opened	Closed	December 31, 2014
Americas				
U.S.	186	16	(17)	185
Canada	13			13
Brazil	8		(4)	4
Puerto Rico	7			7
Argentina	2		(1)	1
Total Americas	216	16	(22)	210
Asia Pacific				
Korea	76	10	(3)	83
Taiwan	58	5	(58)	5
China	38	8	(3)	43
Hong Kong	21	6	(4)	23
Singapore	15	3		18
Australia	11	3	(1)	13
United Arab Emirates (UAE)	9	2	(1)	10
South Africa	8	1		9
Total Asia Pacific	236	38	(70)	204
Japan	49	6	(1)	54
Europe				
Russia	36	6	(3)	39
Germany	20	1	(1)	20
Great Britain	17		(2)	15
France	14	2	(2)	14
Netherlands	9		(2)	7
Finland	7		(1)	6
Spain	6			6
Belgium	3			3
Italy	2	1		3
Sweden	2			2
Ireland	1			1
Portugal	1			1
Total Europe	118	10	(11)	117
Total company-operated retail locations	619	70	(104)	585

Internet Channel

As of December 31, 2014, we offered our products through 12 company-operated internet webstores worldwide. During the years ended December 31, 2014, 2013 and 2012, approximately 8.8%, 8.5% and 9.1%, respectively, of our net revenues were derived from sales through our internet channel. Our internet presence enables us to have increased access to our customers and provides us with an opportunity to educate them about our products and brand. During the year ended December 31, 2014, we decreased our global company-operated e-commerce sites to 12 in order to focus our internet strategy in our principal geographical locations. We continue to expand our web-based marketing

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efforts to increase consumer awareness of our full product range and have begun expanding the implementation of locally executed internet web stores at the regional level.

Business Segments and Geographic Information

For 2014 and 2013, we had four reportable operating segments based on the geographic nature of our operations: Americas, Asia Pacific, Japan and Europe. We also have an "Other businesses" category which aggregates insignificant operating segments that do not meet the reportable segment threshold and represents manufacturing operations located in Mexico, Italy and Asia. The composition of our reportable operating segments is consistent with that used by our Chief Operating Decision Maker ("CODM") to evaluate performance and allocate resources. See additional discussion of our segments including results of operations and assets by segment in Note 16 in the accompanying notes to the consolidated financial statements.

Americas

The Americas segment consists of revenues and expenses related primarily to product sales in the North and South America geographic regions. Regional wholesale channel customers consist of a broad range of family footwear, sporting goods and department stores as well as specialty retailers and distributors. The regional retail channel sells directly to the consumer through 210 company-operated store locations as well as through webstores. During the years ended December 31, 2014, 2013 and 2012, revenues from the Americas segment constituted approximately 40.9%, 41.9% and 44.1% of our consolidated revenues, respectively. Specifically, revenues from the United States constituted approximately 36.3%, 33.7% and 35.3% of our consolidated revenues, respectively, for the years ended December 31, 2014, 2013 and 2012.

Asia Pacific

The Asia Pacific segment consists of revenues and expenses related primarily to product sales throughout Asia (excluding Japan), Australia, New Zealand, the Middle East and South Africa. The Asia Pacific wholesale channel consists of sales to a broad range of retailers similar to the wholesale channel we have established in the Americas segment. We also sell products directly to the consumer through 204 company-operated stores as well as through our webstores. During the years ended December 31, 2014, 2013 and 2012, revenues from the Asia segment constituted 29.3%, 28.7% and 26.1% of our consolidated revenues, respectively.

Japan

The Japan segment consists of revenues and expenses related to product sales in Japan. The Japan wholesale channel consists of sales to a broad range of retailers similar to the wholesale channel we have established in the Americas segment. The regional retail channel sells directly to the consumer through 54 company-operated store locations as well as through webstores. During the years ended December 31, 2014, 2013 and 2012, revenues from the Japan segment constituted approximately 10.3%, 11.3% and 14.7% of our consolidated revenues, respectively.

Europe

The Europe segment consists of revenues and expenses related primarily to product sales throughout Europe and Russia. The Europe segment wholesale channel customers consist of a broad range of retailers, similar to the wholesale channel we have established in the Americas segment. We also sell our products directly to the consumer through 117 company-operated stores as well as through our webstores. During the years ended December 31, 2014, 2013 and 2012, revenues from the Europe segment constituted 19.5%, 18.1% and 15.1% of our consolidated revenues, respectively.

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Distribution and Logistics

On an ongoing basis, we look to enhance our distribution and logistics network so as to further streamline our supply chain, increase our speed to market and lower operating costs. During the year ended December 31, 2014, we stored our raw material and finished goods inventories in company-operated warehouse and distribution facilities located in the United States, Mexico, the Netherlands, Japan, Finland, South Africa, Russia and Italy. We also utilize distribution centers which are operated by third parties located in the United States, China, Japan, Hong Kong, Australia, Korea, Singapore, India, Taiwan, the United Arab Emirates, Russia, Brazil, Argentina, Chile, Puerto Rico and Italy. Throughout 2014, we continued to engage in efforts to consolidate our global warehouse and distribution facilities to maintain a lean cost structure. As of December 31, 2014, our company-operated warehouse and distribution facilities provided us with approximately 1.0 million square feet and our third-party operated distribution facilities provided us with approximately 0.4 million square feet. We also ship a portion of our products directly to our customers from our internal and third-party manufacturers. We are actively pursuing initiatives aimed at shipping more of our product directly to our customers in an effort to lower future cost of sales.

Raw Materials

"Croslite", our branded proprietary closed-cell resin, is the primary raw material used in the majority of our footwear and some of our accessories. Croslite is soft and durable and allows our material to be non-marking in addition to being extremely lightweight. We continue to invest in research and development in order to refine our materials to enhance these properties and to target the development of new properties for specific applications.

Croslite material is produced by compounding elastomer resins, that we or one of our third-party processors purchase from major chemical manufacturers, together with certain other production inputs such as color dyes. At this time, we have identified multiple suppliers that produce the elastomer resins used in the Croslite material. We may, however, in the future identify and utilize materials produced by other suppliers as an alternative to the elastomer resins we currently use in the production of our proprietary material. All of the other raw materials that we use to produce the Croslite products are readily available for purchase from multiple suppliers.

Since our inception, we have substantially increased the number of footwear products that we offer. Many of our new products are constructed using leather, textile fabrics or other non-Croslite materials. We, or our third-party manufacturers, obtain these materials from a number of third-party sources and we believe these materials are broadly available. We also outsource the compounding of the Croslite material and continue to purchase a portion of our compounded raw materials from a third party in Europe.

Design and Development

We continue to dedicate significant resources to product design and development as we develop footwear styles based on opportunities we identify in the marketplace. Our design and development process is highly collaborative, as members of the regional design teams, including our EXO Italia ("EXO") location, which specializes in EVA (Ethylene Vinyl Acetate) based finish products for the footwear industry, frequently meet with sales and marketing staff, production and supply managers and certain of our retail customers to further refine our products to meet the particular needs of our target market. We continually strive to improve our development function so we can bring products to market quickly and reduce costs while maintaining product quality. We spent $16.7 million, $15.4 million and $12.0 million in research, design and development activities for the years ended December 31, 2014, 2013 and 2012, respectively.

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Manufacturing and Sourcing

Our strategy is to maintain a flexible, globally diversified, low-cost manufacturing base. We currently have company-operated production facilities in Mexico and Italy. We also contract with third-party manufacturers to produce certain of our footwear styles or provide support to our internal production processes. We believe that our internal manufacturing capabilities enable us to rapidly make changes to production, providing us with the flexibility to quickly respond to orders for high demand models and colors throughout the year, while outsourcing allows us to capitalize on the efficiencies and cost benefits of using contracted manufacturing services. We believe this strategy will continue to minimize our production costs, increase overall operating efficiencies and shorten production and development times.

In the years ended December 31, 2014, 2013 and 2012, we manufactured approximately 13.9%, 15.1% and 21.1%, respectively, of our footwear products internally. We sourced the remaining footwear production from multiple third-party manufacturers primarily in China, Vietnam, Eastern Europe and South America. During the years ended December 31, 2014, 2013 and 2012, our largest third-party manufacturer in China produced approximately 27.5%, 28.0% and 31.7%, respectively, of our footwear unit volume. We do not have written supply agreements with our primary third-party manufacturers in Asia.

Intellectual Property and Trademarks

We rely on a combination of trademark, copyright, trade secret, trade dress and patent protection to establish, protect and enforce our intellectual property rights in our product designs, brand, materials and research and development efforts, although no such methods can afford complete protection. We own or license the material trademarks used in connection with the marketing, distribution and sale of all of our products, both domestically and internationally, in most countries where our products are currently either sold or manufactured. Our major trademarks include the Crocs logo and the Crocs word mark, both of which are registered or pending registration in the U.S., the European Union, Japan, Taiwan, China and Canada among other places. We also have registrations or pending trademark applications for the marks Jibbitz, Jibbitz Logo, YOU by Crocs, YOU by Crocs Logo, Ocean Minded, Tail Logo, Bite, Bite Logo, Crocband, Crocs Tone and Crocs Littles, "Croslite" and the Croslite logo, as well as other marks in various countries around the world.

In the U.S., our patents are generally in effect for up to 20 years from the date of the filing of the patent application. Our trademarks registered within and outside of the U.S. are generally valid as long as they are in use and their registrations are properly maintained and have not been found to become generic. We believe our trademarks are crucial to the successful marketing and sale of our products. We will continue to strategically register, both domestically and internationally, the trademarks and copyrights we utilize today and those we develop in the future. We will also continue to aggressively police our patents, trademarks and copyrights and pursue those who infringe upon them, both domestically and internationally, as we deem necessary.

We consider the formulations of the materials covered by our trademark Croslite and used to produce our shoes to be a valuable trade secret. Croslite material is manufactured through a process that combines a number of components in various proportions to achieve the properties for which our products are known. We use multiple suppliers to source these components but protect the formula by using exclusive supply agreements for key components, confidentiality agreements with our third-party processors and by requiring our employees to execute confidentiality agreements concerning the protection of our confidential information. Other than our third-party processors, we are unaware of any third party using our formula in the production of shoes. We believe the comfort and utility of our products depend on the properties achieved from the compounding of Croslite material and constitute a key competitive advantage for us, and we intend to continue to vigorously protect this trade secret.

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We also actively combat counterfeiting through monitoring of the global marketplace. We use our employees, sales representatives, distributors and retailers, as well as outside investigators and attorneys, to police against infringing products by encouraging them to notify us of any suspect products and to assist law enforcement agencies. Our sales representatives and distributors are also educated on our patents, pending patents, trademarks and trade dress to assist in preventing potentially infringing products from obtaining retail shelf space. The laws of certain countries do not protect intellectual property rights to the same extent or in the same manner as do the laws of the U.S., and, therefore, we may have difficulty obtaining legal protection for our intellectual property in certain jurisdictions.

Seasonality

Due to the seasonal nature of our footwear which is more heavily focused on styles suitable for warm weather, revenues generated during our first and fourth quarters are typically less than revenues generated during our second and third quarters, when the northern hemisphere is experiencing warmer weather. We continue to expand our product line to include more winter oriented styles to mitigate some of the seasonality of our revenues. Our quarterly results of operations may also fluctuate significantly as a result of a variety of other factors, including the timing of new model introductions or general economic or consumer conditions. Accordingly, results of operations and cash flows for any one quarter are not necessarily indicative of results to be expected for any other quarter or for any other year.

Backlog

We receive a significant portion of orders from our wholesale customers and distributors that remain unfilled as of any date and, at that point, represent orders scheduled to be shipped at a future date. We refer to these unfilled orders as backlog, which can be canceled by our customers at any time prior to shipment. Backlog only relates to wholesale and distributor orders for the next season and current season fill-in orders and excludes potential sales in our retail and internet channels. Backlog as of a particular date is affected by a number of factors, including seasonality, manufacturing schedule and the timing of product shipments. Further, the mix of future and immediate delivery orders can vary significantly period over period. Backlog also is affected by the timing of customers' orders and product availability. Due to these factors and our recent system conversion and business model changes around the globe, we believe that backlog is an imprecise indicator of future revenues that may be achieved in a fiscal period and cannot be relied upon.

Foreign Currency Fluctuations on Revenues and Operating Income (Loss)

As a global company, we have significant revenues, costs, assets, liabilities and intercompany balances denominated in currencies other than the U.S. Dollar. Accordingly, any amounts recorded in foreign currencies are translated into U.S. Dollars for consolidated financial reporting and are impacted by foreign currency fluctuations. While we enter into foreign currency exchange forward contracts as economic cash flow hedges to reduce our exposure to changes in exchange rates, the volatility of foreign currency exchange rates is dependent on many factors that cannot be forecasted with reliable accuracy and our forward contracts may not prove effective in reducing our exposures.

Competition

The global casual, athletic and fashion footwear markets are highly competitive. Although we believe that we do not compete directly with any single company with respect to the entire spectrum of our products, we believe portions of our wholesale business compete with companies such as, but not limited to, Deckers Outdoor Corp., Skechers USA Inc., Steve Madden, Ltd., Wolverine World Wide, Inc. and VF Corporation. Our company-operated retail locations also compete with footwear

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retailers such as Genesco, Inc., Macy's, Dillard's, Dick's Sporting Goods Inc., The Finish Line Inc. and Footlocker, Inc.

The principal elements of competition in these markets include brand awareness, product functionality, design, quality, pricing, customer service, marketing and distribution. We believe that our unique footwear designs, the Croslite material, our prices, expanded product line and our distribution network continue to position us well in the marketplace. However, some companies in the casual footwear and apparel industry have greater financial resources, more comprehensive product lines, broader market presence, longer standing relationships with wholesalers, longer operating histories, greater distribution capabilities, stronger brand recognition and greater marketing resources than we have. Furthermore, we face competition from new players who have been attracted to the market with imitation products similar to ours as the result of the unique design and success of our footwear products.

Employees

As of December 31, 2014, we had approximately 4,900 full-time, part-time and seasonal employees, of which approximately 3,000 were engaged in retail-related functions. Less than 1% of our employees were represented by a union.

Available Information

We were organized in 1999 as a limited liability company. In January 2005, we converted to a Colorado corporation and subsequently re-incorporated as a Delaware corporation in June 2005. In February 2006, we completed our initial public offering and trading of our common stock on NASDAQ commenced.

Our internet address is www.crocs.com on which we post the following filings, free of charge, as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission: our annual report on Form 10-K, our quarterly reports on Form 10-Q, our current reports on Form 8-K and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Copies of any of these documents will be provided in print to any stockholder who submits a request in writing to Integrated Corporate Relations, 761 Main Avenue, Norwalk, CT 06851.

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ITEM 1A. Risk Factors

Described below are certain risks that our management believes are applicable to our business and the industry in which we operate. These risks have the potential to materially adversely affect our business, results of operations, cash flows, financial condition, liquidity or access to sources of financing. The risks included here are not exhaustive and there may be additional risks that are not presently material or known. You should carefully consider each of the following risks described below in conjunction with all other information presented in this report. Since we operate in a very competitive and rapidly changing environment, new risk factors emerge from time to time and it is not possible for management to predict all such risk factors, nor can it assess the impact of all such risk factors on our business.

Uncertainty about current and future global economic conditions may adversely affect consumer spending and the financial health of our customers and others with whom we do business which may adversely affect our financial condition, results of operations and cash resources.

Uncertainty about current and future global economic conditions may cause consumers and retailers to defer purchases or cancel purchase orders for our products in response to tighter credit, decreased cash availability and weakened consumer confidence. Our financial success is sensitive to changes in general economic conditions, both globally and in specific markets, that may adversely affect the demand for our products including recessionary economic cycles, higher interest borrowing rates, higher fuel and other energy costs, inflation, increases in commodity prices, higher levels of unemployment, higher consumer debt levels, higher tax rates and other changes in tax laws or other economic factors. For example, in 2014, we experienced difficulty in our Asia Pacific segment primarily due to decreased performance in our China business which resulted in delayed payments of receivables. In 2014 and 2013, we also experienced volatility in sales in our Japan segment due to the continued adverse macroeconomic conditions in that country. In addition, in 2013, our Americas segment experienced volatility in sales due to adverse macroeconomic conditions and overall weakness in consumer confidence. If global economic and financial market conditions deteriorate or remain weak for an extended period of time, the following factors could have a material adverse effect on our business, operating results, cash flows and financial condition:

- Slower consumer spending may result in our inability to maintain or increase our sales to new and existing customers, reduced orders or order cancellations from wholesale accounts that are directly impacted by fluctuations in the broader economy, increased difficulty regarding inventory management, higher discounting efforts and lower gross margins.

- We may be unable to open and operate new retail stores, or continue to operate existing stores, due to the high fixed cost nature of the retail segment.

- We conduct operations in several different countries and therefore, are exposed to fluctuations in foreign currency exchange rates relative to the U.S. Dollar. Transactional and translational foreign currency risk exposure could have a material impact on our reported financial results and condition.

- Any decrease in available credit caused by a weakened global economy may result in financial difficulties for our wholesale and retail customers, product suppliers and other service providers, as well as the financial institutions that are counterparties to our credit facility and derivative transactions. If credit pressures or other financial difficulties result in insolvency for these parties, it could adversely impact our estimated reserves, our ability to obtain future financing and our financial results.

- If our wholesale customers experience diminished liquidity, we may experience a reduction in product orders, an increase in customer order cancellations and/or the need to extend customer

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payment terms which could lead to higher accounts receivable balances, reduced cash flows, greater expense associated with collection efforts and increased bad debt expense.

If our manufacturers or other parties in our supply chain experience diminished liquidity, they may not meet their obligations to us, and we may experience the inability to meet customer product demands in a timely manner.

Foreign currency fluctuations could have a material adverse effect on our results of operations and financial condition.

As a global company, we have significant revenues, costs, assets, liabilities and intercompany balances denominated in currencies other than the U.S. Dollar. We pay the majority of expenses attributable to our foreign operations in the functional currency of the country in which such operations are conducted and pay the majority of our overseas third-party manufacturers in U.S. Dollars. Our ability to sell our products in foreign markets and the U.S. Dollar value of the sales made in foreign currencies can be significantly influenced by foreign currency fluctuations. A decrease in the value of foreign currencies relative to the U.S. Dollar could result in lower revenues, product price pressures and increased losses from currency exchange rates. Price increases caused by currency exchange rate fluctuations could make our products less competitive or have an adverse effect on our profitability as most of our purchases from third-party suppliers are denominated in U.S. Dollars. Currency exchange rate fluctuations could also disrupt the business of the third-party manufacturers that produce our products by making their purchases of raw materials more expensive and more difficult to finance.

In addition to the operational effects of foreign currency fluctuations, any amounts recorded in foreign currencies and translated into U.S. Dollars for consolidated financial reporting are affected by foreign currency fluctuations. For example, in general, only approximately 35% of our revenues are generated in the U.S. Dollar, compared to approximately 70% of our expense structure that is incurred in the U.S. Dollar, which can negatively impact gross margins. Additionally in 2014, we experienced a decrease of $8.6 million in revenue in our Japan segment related to foreign currency translation losses as a result of decreases in the value of the Japanese Yen compared to the U.S. Dollar.

While we enter into foreign currency exchange forward contracts as economic cash flow hedges to reduce our exposure to changes in exchange rates, the volatility of foreign currency exchange rates is dependent on many factors that cannot be forecasted with reliable accuracy and our forward contracts may not prove effective in reducing our exposures.

We face significant competition.

The footwear industry is highly competitive. Continued growth in the market for casual footwear has encouraged the entry of new competitors into the marketplace and has increased competition from established companies. Our competitors include most major athletic and non-athletic footwear companies, branded apparel companies and retailers with their own private label footwear products. A number of our competitors have significantly greater financial resources than us, more comprehensive product lines, a broader market presence, longer standing relationships with wholesalers, a longer operating history, greater distribution capabilities, stronger brand recognition and spend substantially more than we do on product marketing. Our competitors' greater financial resources and capabilities in these areas may enable them to better withstand periodic downturns in the footwear industry and general economic conditions, compete more effectively on the basis of price and production and more quickly develop new products. Additionally, some of our competitors are offering products that are substantially similar, in design and materials, to Crocs branded footwear. In addition, access to offshore manufacturing is also making it easier for new companies to enter the markets in which we compete. If we fail to compete successfully in the future, our sales and profits may decline, we may lose market

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share, our financial condition may deteriorate and the market price of our common stock is likely to fall.

Our business relies significantly on the use of information technology, and any material disruption to operational technology or failure to protect the integrity and security of customer and employee information could harm our reputation and/or our ability to effectively operate our business.

We rely heavily on the use of information technology systems and networks in our operations and supporting departments such as marketing, accounting, finance, and human resources. The future success and growth of our business depend on streamlined processes made available through information systems, global communications, internet activity and other network processes. Despite our current security measures, our systems, and those of our third-party service providers, may be vulnerable to information security breaches, acts of vandalism, computer viruses and interruption or loss of valuable business data. Any disruption to these systems or networks could result in product fulfillment delays, key personnel being unable to perform duties or communicate throughout the organization, loss of retail and internet sales, significant costs for data restoration and other adverse impacts on our business and reputation.

Over the last several years, we have implemented numerous information systems designed to support various areas of our business, including warehouse management, order management, retail point-of-sale and internet point-of-sale as well as various interfaces between these systems and supporting back office systems. In addition, we are currently in the process of implementing a customized and fully-integrated global accounting, operations and finance enterprise resource planning system, or ERP system, which is expected to launch in early 2015. Delays or issues in introducing the new ERP system to our current operations, failure of these systems to operate effectively, problems with transitioning to upgraded or replacement systems, or a breach in security of these systems could cause delays in product fulfillment and reduced efficiency of our operations, could require significant additional capital investments, including to remediate problems, and may have an adverse effect on our results of operations and financial condition.

We routinely possess sensitive customer and employee information. Hackers and data thieves are increasingly sophisticated and operate large-scale and complex automated attacks. Any breach of our network may result in the loss of valuable business data, misappropriation of our consumers' or employees' personal information, or a disruption of our business. Despite our existing security procedures and controls, if our network was compromised, it could give rise to unwanted media attention, materially damage our customer relationships, harm our business, reputation, results of operations, cash flows and financial condition, result in fines or lawsuits, and may increase the costs we incur to protect against such information security breaches, such as increased investment in technology, the costs of compliance with consumer protection laws and costs resulting from consumer fraud.

We may be unable to successfully execute our long-term growth strategy, maintain or grow our current revenue and profit levels or accurately forecast geographic demand and supply for our products.

Our ability to maintain our revenue and profit levels or to grow in the future depends on, among other things, the continued success of our efforts to maintain our brand image, our ability to bring compelling and profit enhancing footwear offerings to market, and our ability to expand within our current distribution channels and increase sales of our products into new locations internationally. Successfully executing our long-term growth and profitability strategy will depend on many factors, including:

- the global strengthening of the Crocs brand into a leading casual lifestyle footwear provider;

- our ability to focus on relevant product innovation and profitable new growth platforms while maintaining demand for our current offerings;

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- our ability to effectively manage our retail stores (including closures of existing stores) while meeting operational and financial targets at the retail store level;
- accurately forecasting the global demand for our products and the timely execution of supply chain strategies to deliver product around the globe efficiently based on that demand;
- our ability to use and protect the Crocs brand and our other intellectual property in new markets and territories;
- achieving and maintaining a strong competitive position in new and existing markets;
- our ability to attract and retain qualified distributors or agents or to continue to develop direct sales channels;
- our ability to successfully execute our current restructuring plans and changes in strategy;
- our ability to consolidate our network to leverage resources and simplify our fulfillment process; and
- executing a multi-channel advertising and marketing campaign to effectively communicate our message directly to our consumers and employees.

If we are unable to successfully implement any of the above mentioned strategies and many other factors mentioned throughout this section, our business may fail to grow, our brand may suffer and our results of operations and cash flows may be adversely impacted.

There can be no assurance that the strategic plans we have begun to implement will be successful.

In July 2014, we announced strategic plans for long-term improvement and growth of our business, which is comprised of four key initiatives: (1) streamlining the global product and marketing portfolio, (2) reducing direct investment in smaller geographic markets, (3) creating a more efficient organizational structure including reducing duplicative and excess overhead which will also enhance the decision making process, and (4) closing or converting approximately 75 to 100 retail locations around the world. The initial charges for the strategic plan were incurred in the first quarter of 2014 and are expected to continue through 2015. During 2014, we closed 20 retail locations which were identified in the initial restructuring plan, and closed 84 other retail locations, offset by 70 new retail locations opened. Such plans may take more time or more expenditures to execute than initially envisioned; specifically there may be delays in identifying and closing under-performing retail locations due to lease termination negotiations, etc. In addition, in December 2014, we announced the appointment of our new Chief Executive Officer effective January 28, 2015, which could change or delay our plans. We also have an evolving retail strategy to increase the profitability of our business.

While these strategic plans, along with other steps to be taken by our new Chief Executive Officer, are intended to improve and grow our business, there can be no assurance that this will be the case, or that additional steps or material accounting charges will not be required. If additional steps are required, there can be no assurance that they will be properly implemented or will be successful. The implementation of our new strategy may take a significant amount of time and resources to implement, and may not impact our financial condition, results of operations and cash flows in the short term, or at all.

We conduct significant business activity outside the U.S. which exposes us to risks of international commerce.

A significant portion of our revenues is from foreign sales. Our ability to maintain the current level of operations in our existing international markets is subject to risks associated with international sales operations as well as the difficulties associated with promoting products in unfamiliar cultures. In addition to foreign manufacturing, we operate retail stores and sell our products to retailers outside of

the U.S. Foreign manufacturing and sales activities are subject to numerous risks, including tariffs, anti-dumping fines, import and export controls, and other non-tariff barriers such as quotas and local content rules; delays associated with the manufacture, transportation and delivery of products; increased transportation costs due to distance, energy prices, or other factors; delays in the transportation and delivery of goods due to increased security concerns; restrictions on the transfer of funds; restrictions, due to privacy laws, on the handling and transfer of consumer and other personal information; changes in governmental policies and regulations; political unrest, changes in law, terrorism, or war, any of which can interrupt commerce; potential violations of U.S. and foreign anti-corruption and anti-bribery laws by our employees, business partners or agents, despite our policies and procedures relating to compliance with these laws; expropriation and nationalization; difficulties in managing foreign operations effectively and efficiently from the U.S.; difficulties in understanding and complying with local laws, regulations and customs in foreign jurisdictions; longer accounts receivable patterns and difficulties in collecting foreign accounts receivables; difficulties in enforcing contractual and intellectual property rights; and increased accounting and internal control expenses. In addition, we are subject to customs laws and regulations with respect to our export and import activity which are complex and vary within legal jurisdictions in which we operate. We cannot assure that there will be no control failure around customs enforcement despite the precautions we take. We are currently subject to audits by various customs authorities including the U.S. and Mexico. Any failure to comply with customs laws and regulations could be discovered during a U.S. or foreign government customs audit, or customs authorities may disagree with our tariff treatments, and such actions could result in substantial fines and penalties, which could have an adverse effect on our financial position and results of operations.

Our success depends substantially on the value of our brands and failure to strengthen and preserve their value, either through our actions or those of our business partners, could have a negative impact on our financial results.

We believe much of our success has been attributable to the strengthening of the Crocs global brand. To be successful in the future, particularly outside of the U.S., where the Crocs brand is less well-known and perceived differently, we believe we must timely and appropriately respond to changing consumer demand and leverage the value of our brands across all sales channels. We may have difficulty managing our brand image across markets and international borders as certain consumers may perceive our brand image to be outdated and one-dimensional prior to purchasing our products. Brand value is based in part on consumer perceptions on a variety of subjective qualities. In the past, several footwear companies including ours have experienced periods of rapid growth in revenues and earnings followed by periods of declining sales and losses. Our business has been and may be similarly affected in the future. Business incidents, such as perceived product safety issues, whether isolated or recurring, that erode consumer trust, particularly if the incidents receive considerable publicity or result in litigation, can significantly reduce brand value and have a negative impact on our financial results. Consumer demand for our products and our brand equity could diminish significantly if we fail to preserve the quality of our products, are perceived to act in an unethical or socially irresponsible manner, fail to comply with laws and regulations or fail to deliver a consistently positive consumer experience in each of our markets. Additionally, counterfeit reproductions of our products or other infringement of our intellectual property rights, including from unauthorized uses of our trademarks by third parties could harm our brand and adversely impact our business.

Opening and operating additional retail locations, which require substantial financial commitments and fixed costs, are subject to numerous risks, and declines in revenue of such retail locations could adversely affect our profitability.

Although we have halted the expansion of our retail sales channel during 2014, we intend to continue to open outlet or low-investment kiosk/store-in-store locations. Our ability to open new

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locations successfully depends on our ability to identify suitable store locations, negotiate acceptable lease terms, hire, train and retain store personnel and satisfy the fashion preferences in new geographic areas. Many of our retail locations are located in shopping malls where we depend on obtaining prominent locations and the overall success of the malls to generate customer traffic. We cannot control the success of individual malls and an increase in store closures by other retailers may lead to mall vacancies and reduced foot traffic. Reduced customer traffic could reduce sales of existing retail stores or hinder our ability to open retail stores in new markets, which could negatively affect our operating results and cash flows. In addition, some of our retail stores and kiosks occupy street locations that are heavily dependent on customer traffic generated by tourism. Any substantial decrease in tourism resulting from an economic slowdown, political, social or military events or otherwise, is likely to adversely affect sales in our existing stores and kiosks, particularly those with street locations.

Opening retail stores globally involves substantial investment, including the construction of leasehold improvements, furniture and fixtures, equipment, information systems, inventory and personnel. Operating global retail stores incurs fixed costs; if we have insufficient sales, we may be unable to reduce such fixed costs and avoid losses or negative cash flows.

We may be required to record impairments of long-lived assets relating to our retail operations.

The testing of our retail stores' long-lived assets for impairment requires us to make significant estimates about our future performance and cash flows that are inherently uncertain. These estimates can be affected by numerous factors, including changes in economic conditions, our results of operations, and competitive conditions in the industry. Due to the high fixed cost structure associated with our retail operations, negative cash flows or the closure of a store could result in write downs of inventory, impairment of leasehold improvements, impairment losses on other long-lived assets, severance costs, significant lease termination costs or the loss of working capital, which could adversely impact our financial position, results of operations or cash flows. For example, during 2014, we recorded impairments relating to retail stores of $8.8 million, and these impairment charges may increase as we evaluate our retail operations. The recording of additional impairments in the future may have a material adverse impact on our financial results.

We depend on key personnel across the globe, the loss of whom would harm our business.

We rely on executives and senior management to drive the financial and operational performance of our business. Turnover of executives and senior management can adversely impact our stock price, our results of operations and our client relationships and may make recruiting for future management positions more difficult or may require us to offer more generous executive compensation packages to attract top executives. Changes in other key management positions may temporarily affect our financial performance and results of operations as new management becomes familiar with our business. In recent years, we have experienced management turnover. Our future success depends on our ability to identify, attract and retain qualified personnel on a timely basis. In addition, we must successfully integrate any newly hired management personnel within our organization in order to achieve our operating objectives. In late 2013, our President and CEO, John McCarvel, announced his resignation from the Company effective in April 2014. In May 2014, Andrew Rees was appointed as President of the Company and interim CEO with principal responsibilities for the Crocs brand, and effective in January 2015, Gregg Ribatt was appointed as our Chief Executive Officer. The key initiatives directed by these executives may take time to implement and yield positive results, if at all. If our new executives do not perform up to expectations, we may experience declines in our financial performance and/or delays in our long-term growth strategy.

As a global company, we also rely on a limited number of key international personnel to perform their functions at a high level in many of our geographic regions. In certain instances, one or two personnel may be the primary knowledge base for business operations in a geographic region. The loss of key international personnel can adversely impact our operations and our client relationships.

If we do not accurately forecast consumer demand, we may have excess inventory to liquidate or have greater difficulty filling our customers' orders, either of which could adversely affect our business.

The footwear industry is subject to cyclical variations, consolidation, contraction and closings, as well as fashion trends, rapid changes in consumer preferences, the effects of weather, general economic conditions and other factors affecting demand and possibly impairing our brand image. In addition, sales to our wholesale customers are generally subject to rights of cancellation and rescheduling by the customer. These factors make it difficult to forecast consumer demand. If we overestimate demand for our products, we may be forced to liquidate excess inventories at discounted prices resulting in lower gross margins. Conversely, if we underestimate consumer demand, we could have inventory shortages which can result in lower sales, delays in shipments to customers, strains on our relationships with customers and diminished brand loyalty. A decline in demand for our products, or any failure on our part to satisfy increased demand for our products, could adversely affect our business and results of operations. In addition, an inability to accurately forecast consumer demand could cause our revenue and earnings guidance to differ materially from our financial results.

Expanding our footwear product line may be difficult and expensive. If we are unable to successfully continue such expansion, our brand may be adversely affected and we may not be able to maintain or grow our current revenue and profit levels.

To successfully expand our footwear product line, we must anticipate, understand and react to the rapidly changing tastes of consumers and provide appealing merchandise in a timely manner. New footwear models that we introduce may not be successful with consumers or our brand may fall out of favor with consumers. If we are unable to anticipate, identify, or react appropriately to changes in consumer preferences, our revenues may decrease, our brand image may suffer, our operating performance may decline and we may not be able to execute our growth plans.

In producing new footwear models, we may encounter difficulties that we did not anticipate during the product development stage. Our development schedules for new products are difficult to predict and are subject to change in response to consumer preferences and competing products. If we are not able to efficiently manufacture new products in quantities sufficient to support retail and wholesale distribution, we may not be able to recover our investment in the development of new styles and product lines and we would continue to be subject to the risks inherent to having a limited product line. Even if we develop and manufacture new footwear products that consumers find appealing, the ultimate success of a new style may depend on our pricing. We have a limited history of introducing new products in certain target markets; as such, we may set the prices of new styles too high for the market to bear or we may not provide the appropriate level of marketing in order to educate the market and potential consumers about our new products. Achieving market acceptance will require us to exert substantial product development and marketing efforts, which could result in a material increase in our selling, general and administrative expenses and there can be no assurance that we will have the resources necessary to undertake such efforts effectively or that such efforts will be successful. Failure to gain market acceptance for new products could impede our ability to maintain or grow current revenue levels, reduce profits, adversely affect the image of our brands, erode our competitive position and result in long-term harm to our business.

Our quarterly revenues and operating results are subject to fluctuation as a result of a variety of factors, including seasonal variations, which could increase the volatility of the price of our common stock.

Sales of our products are subject to seasonal variations and are sensitive to weather conditions. As a significant portion of our revenues are attributable to footwear styles that are more suitable for fair

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weather and are derived from sales in the northern hemisphere, we typically experience our highest sales activity during the second and third quarters of the calendar year, when there is fair weather in the northern hemisphere. While we continue to create new footwear styles that are more suitable for cold weather, the effects of favorable or unfavorable weather on sales can be significant enough to affect our quarterly results which could adversely affect our common stock price. Quarterly results may also fluctuate as a result of other factors, including new style introductions, general economic conditions or changes in consumer preferences. Results for any one quarter are not necessarily indicative of results to be expected for any other quarter or for any year and revenues for any particular period may fluctuate. This could lead to results outside of analyst and investor expectations, which could increase volatility of our stock price.

We depend heavily on third-party manufacturers located outside the U.S.

Third-party manufacturers located in China and Vietnam produced the majority of our footwear products in 2014. We depend on the ability of these manufacturers to finance the production of goods ordered, maintain adequate manufacturing capacity and meet our quality standards. We compete with other companies for the production capacity of our third-party manufacturers, and we do not exert direct control over the manufacturers' operations. As such, we have experienced at times, delays or inabilities to fulfill customer demand and orders, particularly in China. We cannot guarantee that any third-party manufacturer will have sufficient production capacity, meet our production deadlines or meet our quality standards.

In addition, we do not have supply contracts with these third-party manufacturers and any of them may unilaterally terminate their relationship with us at any time or seek to increase the prices they charge us. As a result, we are not assured of an uninterrupted supply of products of an acceptable quality and price from our third-party manufacturers. Foreign manufacturing is subject to additional risks, including transportation delays and interruptions, work stoppages, political instability, expropriation, nationalization, foreign currency fluctuations, changing economic conditions, changes in governmental policies and the imposition of tariffs, import and export controls and other non-tariff barriers. We may not be able to offset any interruption or decrease in supply of our products by increasing production in our internal manufacturing facilities due to capacity constraints, and we may not be able to substitute suitable alternative third-party manufacturers in a timely manner or at acceptable prices. Any disruption in the supply of products from our third-party manufacturers may harm our business and could result in a loss of sales and an increase in production costs, which would adversely affect our results of operations. In addition, manufacturing delays or unexpected demand for our products may require us to use faster, more expensive transportation methods, such as aircraft, which could adversely affect our profit margins. The cost of fuel is a significant component in transportation costs. Increases in the price of petroleum products can adversely affect our profit margins.

In addition, because a large portion of our footwear products is manufactured in China and Vietnam, the possibility of adverse changes in trade or political relations between the U.S. and these countries, political instability in China, increases in labor costs, or adverse weather conditions could significantly interfere with the production and shipment of our products, which would have a material adverse effect on our operations and financial results.

We manufacture a portion of our products which causes us to incur greater fixed costs. Any difficulties or disruptions in our manufacturing operations could adversely affect our sales and results of operations.

We produce a portion of our footwear products at our internal manufacturing facilities in Mexico and Italy. Ownership of these facilities adds fixed costs to our cost structure which are not as easily scalable as variable costs. In addition, the manufacture of our products from the Croslite material requires the use of a complex process and we may experience difficulty in producing footwear that meets our high quality control standards. We will be required to absorb the costs of manufacturing and disposing of products that do not meet our quality standards. Any increases in our manufacturing costs could adversely impact our profit margins. Furthermore, our manufacturing capabilities are subject to many of the same risks and challenges faced by our third-party manufacturers, including our ability to scale our production capabilities to meet the needs of our customers. Our manufacturing may also be disrupted for reasons beyond our control, including work stoppages, fires, earthquakes, floods or other natural disasters. Any disruption to our manufacturing operations will hinder our ability to deliver products to our customers in a timely manner and could have a material and adverse effect on our business, results of operations and cash flows.

Our third-party manufacturing operations must comply with labor, trade and other laws; failure to do so may adversely affect us.

We require our third-party manufacturers to meet our quality control standards and footwear industry standards for working conditions and other matters, including compliance with applicable labor, environmental and other laws; however, we do not control our third-party manufacturers or their respective labor practices. A failure by any of our third-party manufacturers to adhere to quality standards or labor, environmental and other laws could cause us to incur additional costs for our products, generate negative publicity, damage our reputation and the value of our brand and discourage customers from buying our products. We also require our third-party manufacturers to meet certain product safety standards. A failure by any of our third-party manufacturers to adhere to such product safety standards could lead to a product recall which could result in critical media coverage and harm our business and reputation and could cause us to incur additional costs.

In addition, if we or our third-party manufacturers violate U.S. or foreign trade laws or regulations, we may be subject to extra duties, significant monetary penalties, the seizure and the forfeiture of the products we are attempting to import or the loss of our import privileges. Possible violations of U.S. or foreign laws or regulations could include inadequate record keeping of our imported products, misstatements or errors as to the origin, quota category, classification, marketing or valuation of our imported products, fraudulent visas or labor violations. The effects of these factors could render our conduct of business in a particular country undesirable or impractical and have a negative impact on our operating results. We cannot predict whether additional U.S. or foreign customs quotas, duties, taxes or other changes or restrictions will be imposed upon the importation of foreign produced products in the future or what effect such actions could have on our business, financial condition or results of operations.

Our revolving credit facility contains financial covenants that require us to maintain certain financial metrics and ratios and restrictive covenants that limit our flexibility. A breach of those covenants may cause us to be in default under the facility, and our lenders could foreclose on our assets.

The credit agreement for our revolving credit facility requires us to maintain a certain leverage ratio, a certain level of unrestricted cash at all times, and a minimum fixed charge coverage ratio on a quarterly basis. A failure to maintain current revenue levels or an inability to control costs or capital expenditures could negatively impact our ability to meet these financial covenants. If we breach such covenants or any of the restrictive covenants described below, the lenders could either refuse to lend funds to us or accelerate the repayment of any outstanding borrowings under the revolving credit facility. We may not have sufficient assets to repay such indebtedness upon a default. If we are unable to repay the indebtedness, the lenders could initiate a bankruptcy proceeding or collection proceedings with respect to our assets, all of which secure our indebtedness under the revolving credit facility.

The credit agreement also contains certain restrictive covenants that limit and in some circumstances prohibit, our ability to, among other things incur additional debt, sell, lease or transfer our assets, pay dividends on our common stock, make capital expenditures and investments, guarantee debt or obligations, create liens, repurchase our common stock, enter into transactions with our affiliates and enter into certain merger, consolidation or other reorganizations transactions. These restrictions could limit our ability to obtain future financing, make acquisitions or needed capital expenditures, withstand the current or future downturns in our business or the economy in general, conduct operations or otherwise take advantage of business opportunities that may arise, any of which could place us at a competitive disadvantage relative to our competitors.

Our financial success may be limited to the strength of our relationships with our wholesale customers and to the success of such wholesale customers.

Our financial success is related to the willingness of our current and prospective wholesale customers to carry our products. We do not have long term contracts with any of our wholesale customers. Sales to our wholesale customers are generally on an order-by-order basis and are subject to rights of cancellation and rescheduling by the customer. If we cannot fill our customers' orders in a timely manner, the sales of our products and our relationships with those customers may suffer. Alternatively, if our customers experience diminished liquidity or other financial issues, we may experience a reduction in product orders, an increase in customer order cancellations and/or the need to extend customer payment terms which could lead to higher accounts receivable balances, reduced cash flows, greater expense associated with collection efforts and increased bad debt expense. Specifically, we recorded a reserve for doubtful accounts of approximately $11.5 million in our Asia Pacific segment for the year ended December 31, 2014 primarily as a result of delayed payments from our partner stores in China and Southeast Asia. Additional problems with our wholesale customers, including continued payment delays in the Asia Pacific segment or other segments from regional wholesale partners may have a material adverse effect on our product sales, financial condition, results of operations and our ability to grow our product line.

We depend on a limited number of suppliers for key production materials, and any disruption in the supply of such materials could interrupt product manufacturing and increase product costs.

We depend on a limited number of sources for the primary materials used to make our footwear. We source the elastomer resins that constitute the primary raw materials used in compounding our Croslite products, which we use to produce our various footwear products, from multiple suppliers. If the suppliers we rely on for elastomer resins were to cease production of these materials, we may not be able to obtain suitable substitute materials in time to avoid interruption of our production cycle. We are also subject to market issues related to supply and demand for our raw materials. We may have to pay substantially higher prices in the future for the elastomer resins or any substitute materials we use, which would increase our production costs and could have a significantly adverse impact on our profit margins and results of operations. If we are unable to obtain suitable elastomer resins or if we are unable to procure sufficient quantities of the Croslite material, we may not be able to meet our production requirements in a timely manner or may need to modify our product characteristics resulting in less favorable market acceptance which could result in lost potential sales, delays in shipments to customers, strained relationships with customers and diminished brand loyalty.

Failure to adequately protect our trademarks and other intellectual property rights and counterfeiting of our brands could divert sales, damage our brand image and adversely affect our business.

We utilize trademarks, trade names, copyrights, trade secrets, issued and pending patents and trade dress and designs on nearly all of our products. We believe that having distinctive marks that are readily identifiable is important to our brand, our success and our competitive position. The laws of some countries, for example, China, do not protect intellectual property rights to the same extent as do U.S. laws. We frequently discover products that are counterfeit reproductions of our products or that otherwise infringe on our intellectual property rights. If we are unsuccessful in challenging another party's products on the basis of trademark or design or utility patent infringement, particularly in some foreign countries, or if we are required to change our name or use a different logo, continued sales of such competing products by third parties could harm our brand and adversely impact our business, financial condition, revenues and results of operations by resulting in the shift of consumer preference away from our products. If our brands are associated with inferior counterfeit reproductions, the integrity and reputation of our brands could be adversely affected. Furthermore, our efforts to enforce our intellectual property rights are typically met with defenses and counterclaims attacking the validity and enforceability of our intellectual property rights. We may face significant expenses and liability in connection with the protection of our intellectual property, and if we are unable to successfully protect our rights or resolve intellectual property conflicts with others, our business or financial condition could be adversely affected.

We also rely on trade secrets, confidential information and other unpatented proprietary rights and information related to, among other things, the Croslite material and product development, particularly where we do not believe patent protection is appropriate or obtainable. Using third-party manufacturers and compounding facilities may increase the risk of misappropriation of our trade secrets, confidential information and other unpatented proprietary information. The agreements we use in an effort to protect our intellectual property, confidential information and other unpatented proprietary information may be ineffective or insufficient to prevent unauthorized use or disclosure of such trade secrets and information. A party to one of these agreements may breach the agreement and we may not have adequate remedies for such breach. As a result, our trade secrets, confidential information and other unpatented proprietary rights and information may become known to others, including our competitors. Furthermore, our competitors or others may independently develop or discover such trade secrets and information, which would render them less valuable to us.

We have substantial cash requirements in the U.S.; however, a majority of our cash is generated and held outside of the U.S. The consequential risks of holding cash abroad could adversely affect our financial condition and results of operations.

We have substantial cash requirements in the U.S., but the majority of our cash is generated and held abroad. We generally consider unremitted earnings of subsidiaries operating outside of the U.S. to be indefinitely reinvested and it is not our current intent to change this position. Cash held outside of the U.S. is primarily used for the ongoing operations of the business in the locations in which the cash is held. Most of the cash held outside of the U.S. could be repatriated to the U.S., but under current law, would be subject to U.S. federal and state income taxes, less applicable foreign tax credits. In some countries, repatriation of certain foreign balances is restricted by local laws and could have adverse tax consequences if we were to move the cash to another country. Certain countries, including China, may have monetary laws which may limit our ability to utilize cash resources in those countries for operations in other countries. These limitations may affect our ability to fully utilize our cash resources for needs in the U.S. or other countries and may adversely affect our liquidity. Since repatriation of such cash is subject to limitations and may be subject to significant taxation, we cannot be certain that we will be able to repatriate such cash on favorable terms or in a timely manner. If we incur operating losses on a continued basis and require cash that is held in international accounts for use in our U.S. operations, a failure to repatriate such cash in a timely and cost-effective manner could adversely affect our business, financial condition and results of operations.

We are subject to periodic litigation, which could result in unexpected expense of time and resources.

From time to time, we are called upon to defend ourselves against lawsuits relating to our business. Due to the inherent uncertainties of litigation, we cannot accurately predict the ultimate outcome of any such proceedings. We are currently involved in several, potentially adverse legal proceedings. For a detailed discussion of our current legal proceedings, see Item 3. *Legal Proceedings* in

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Part I of this Form 10-K. An unfavorable outcome in any of these proceedings or any future legal proceedings could have an adverse impact on our business, financial condition and results of operations. In addition, any significant litigation in the future, regardless of its merits, could divert management's attention from our operations and result in substantial legal fees. In the past, securities class action litigation has been brought against us. If our stock price is volatile, we may become involved in this type of litigation in the future. Any litigation could result in substantial costs and a diversion of management's attention and resources that are needed to successfully run our business.

We may fail to meet analyst expectations, which could cause the price of our stock to decline.

Our common stock is traded publicly and various securities analysts follow our financial results and frequently issue reports on us which include information about our historical financial results as well as their estimates of our future performance. These estimates are based on their own opinions and are often different from management's estimates or expectations of our business. If our operating results are below the estimates or expectations of public market analysts and investors, our stock price could decline.

Changes in tax laws and unanticipated tax liabilities and the results of tax audits or litigation could adversely affect our effective income tax rate and profitability.

We are subject to income taxes in the United States and numerous foreign jurisdictions. Our effective income tax rate in the future could be adversely affected by a number of factors, including changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, changes in tax laws, the outcome of income tax audits in various jurisdictions around the world and any repatriation of non-U.S. earnings for which we have not previously provided for U.S. taxes. We regularly assess all of these matters to determine the adequacy of our tax provision, which is subject to significant discretion and we could face significant adverse impact if our assumptions are incorrect and/or face significant cost to defend our practices from international and U.S. tax authorities. We are regularly subject to, and are currently undergoing, audits by tax authorities in the United States and foreign jurisdictions for prior tax years. Please refer to Item 3. *Legal Proceedings* in Part I of this Form 10-K as well as Note 15 Commitments and Contingencies in the accompanying notes to the consolidated financial statements for additional details regarding current tax audits. Although we believe our tax estimates are reasonable and we intend to defend our positions through litigation if necessary, the final outcome of tax audits and related litigation is inherently uncertain and could be materially different than that reflected in our historical income tax provisions and accruals. Moreover, we could be subject to assessments of substantial additional taxes and/or fines or penalties relating to ongoing or future audits. The adverse resolution of any audits or litigation could have an adverse effect on our financial position and results of operations.

We are required to pay regular dividends on the Series A Convertible Preferred Stock, par value $0.001 per share ("Series A Preferred Stock") issued to Blackstone Capital Partners VI L.P. ("Blackstone") in 2014, which ranks senior to our common stock, and we may be required under certain circumstances to repurchase the outstanding shares of Series A Preferred Stock; such obligations could adversely affect our liquidity and financial condition.

The Series A Preferred Stock ranks senior to our common stock with respect to dividend rights, and holders of Series A Preferred Stock are entitled to cumulative dividends payable quarterly in cash at a rate of 6% per annum of the stated value of $1,000 per share. These regular cash dividends on our Series A Preferred Stock are payable quarterly in arrears on January 1, April 1, July 1 and October 1 of each year. If we fail to make timely dividend payments, the dividend rate will increase to 8% per annum until such time as all accrued but unpaid dividends have been paid in full. In addition, the holders of our Series A Preferred Stock have certain redemption rights, including upon certain change

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in control events involving us, which, if exercised, could require us to repurchase all of the outstanding shares of Series A Preferred Stock at 100% or more of the stated value of the shares, plus all accrued but unpaid dividends. Our obligations to pay regular dividends to the holders of our Series A Preferred Stock or any required repurchase of the outstanding shares of Series A Preferred Stock could impact our liquidity and reduce the amount of cash flows available for working capital, capital expenditures, growth opportunities, acquisitions, and other general corporate purposes. Our obligations to the holders of Series A Preferred Stock could also limit our ability to obtain additional financing or increase our borrowing costs, which could have an adverse effect on our financial condition.

Our financial results may be adversely affected if substantial investments in businesses and operations fail to produce expected returns.

From time to time, we may invest in business infrastructure, acquisitions of new businesses and expansion of existing businesses, such as our retail operations, which require substantial cash investment and management attention. We believe cost effective investments are essential to business growth and profitability; however, significant investments are subject to typical risks and uncertainties inherent in acquiring or expanding a business. The failure of any significant investment to provide the returns or profitability we expect or the failure to integrate newly acquired businesses could have a material adverse effect on our financial results and divert management attention from more profitable business operations.

Natural disasters could negatively impact our operating results and financial condition.

Natural disasters such as earthquakes, hurricanes, tsunamis or other adverse weather and climate conditions, whether occurring in the U.S. or abroad, and the consequences and effects thereof, including energy shortages and public health issues, could disrupt our operations or the operations of our vendors and other suppliers, or result in economic instability that may negatively impact our operating results and financial condition.

The issuance of 200,000 shares of our Series A Preferred Stock to Blackstone in 2014 and certain of its permitted transferees reduces the relative voting power of holders of our common stock, may dilute the ownership of such holders, and may adversely affect the market price of our common stock.

On January 27, 2014, we issued 200,000 shares of Series A Preferred Stock to Blackstone and certain of its permitted transferees (collectively, the "Blackstone Purchasers") pursuant to an Investment Agreement between us and Blackstone, dated December 28, 2013 (as amended, the "Investment Agreement"). The Blackstone Purchasers currently own all of the outstanding shares of Series A Preferred Stock, and based on the number of shares of our common stock outstanding as of December 31, 2014, the Blackstone Purchasers collectively own Series A Preferred Stock convertible into approximately 14.9% of our common stock. As holders of our Series A Preferred Stock are entitled to vote, on an as-converted basis, together with holders of our common stock as a single class on all matters submitted to a vote of our common stock holders, the issuance of the Series A Preferred Stock to the Blackstone Purchasers has effectively reduced the relative voting power of the holders of our common stock.

In addition, conversion of the Series A Preferred Stock to common stock will dilute the ownership interest of existing holders of our common stock, and any sales in the public market of the common stock issuable upon conversion of the Series A Preferred Stock could adversely affect prevailing market prices of our common stock. We have granted the Blackstone Purchasers registration rights in respect of the shares of Series A Preferred Stock and any shares of common stock issued upon conversion of the Series A Preferred Stock. These registration rights would facilitate the resale of such securities into the public market, and any such resale would increase the number of shares of our common stock available for public trading. Sales by the Blackstone Purchasers of a substantial number of shares of

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our common stock in the public market, or the perception that such sales might occur, could have a material adverse effect on the price of our common stock.

Blackstone may exercise significant influence over us, including through its ability to elect up to two members of our Board of Directors.

As of December 31, 2014, the shares of Series A Preferred Stock owned by the Blackstone Purchasers represent approximately 14.9% of the voting rights of our common stock, on an as-converted basis, so the Blackstone Purchasers will have the ability to significantly influence the outcome of any matter submitted for the vote of our stockholders. In addition, the Certificate of Designations of the Series A Preferred Stock grants certain consent rights to the holders of Series A Preferred Stock in respect of certain actions by the Company, including the issuance of *pari passu* or senior equity securities of the Company, certain amendments to our certificate of incorporation or bylaws, any increase in the size of our Board of Directors (the "Board") above eight members, the payment of certain distributions to our stockholders, and the incurrence or refinancing of a certain level of indebtedness. The Blackstone Purchasers may have interests that diverge from, or even conflict with, those of our other stockholders. For example, Blackstone and its affiliates may have an interest in directly or indirectly pursuing acquisitions, divestitures, financings or other transactions that, in their judgment, could enhance their other equity investments, even though such transactions might involve risks to us. Blackstone and its affiliates are in the business of making or advising on investments in companies, including businesses that may directly or indirectly compete with certain portions of our business. They may also pursue acquisition opportunities that may be complementary to our business, and, as a result, those acquisition opportunities may not be available to us.

In addition, the Investment Agreement grants Blackstone certain rights to designate directors to serve on our Board. For so long as Blackstone and its permitted transferees (i) beneficially own at least 95% of the Series A Preferred Stock or the as-converted common stock purchased pursuant to the Investment Agreement or (ii) maintain beneficial ownership of at least 12.5% of our outstanding common stock (the "Two-Director Threshold"), Blackstone will have the right to designate for nomination two directors to our Board. For so long as Blackstone and its permitted transferees beneficially own shares of Series A Preferred Stock or the as-converted common stock purchased pursuant to the Investment Agreement that represent less than the Two-Director Threshold but more than 25% of the number of shares of the as-converted common stock purchased pursuant to the Investment Agreement, Blackstone will have the right to designate for nomination one director to our Board. The directors designated by Blackstone are entitled to serve on Board committees, subject to applicable law and stock exchange rules, and one of such directors, Gregg Ribatt, has been recently appointed to be our new Chief Executive Officer.

Our restated certificate of incorporation, amended and restated bylaws and Delaware law contain provisions that could discourage a third party from acquiring us and consequently decrease the market value of an investment in our stock.

Our restated certificate of incorporation, amended and restated bylaws, and Delaware corporate law each contain provisions that could delay, defer, or prevent a change in control of us or changes in our management. These provisions could discourage proxy contests and make it more difficult for our stockholders to elect directors and take other corporate actions, which may prevent a change of control or changes in our management that a stockholder might consider favorable. In addition, Section 203 of the Delaware General Corporation Law may discourage, delay, or prevent a change in control of us. Any delay or prevention of a change of control or change in management that stockholders might otherwise consider to be favorable could cause the market price of our common stock to decline.

ITEM 1B. Unresolved Staff Comments

None.

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ITEM 2. Properties

Our principal executive and administrative offices are located at 7477 East Dry Creek Parkway, Niwot, Colorado. We lease, rather than own, all of our domestic and international facilities. We currently enter into short-term and long-term leases for kiosk, manufacturing, office, outlet, retail, and warehouse space. The terms of our leases include fixed monthly rents and/or contingent rents based on percentage of revenues for certain of our retail locations, and expire at various dates through the year 2033. The general location, use and approximate size of our principal properties are given below.

Location	Reportable Operating Segment(s) that Use this Property	Use	Approximate Square Feet
Leon, Mexico	Americas, Asia Pacific, Japan, Europe	Manufacturing/warehouse/offices	421,000
Ontario, California	Americas	Warehouse	399,000
Rotterdam, the Netherlands	Europe	Warehouse	174,000
Niwot, Colorado	Americas	Corporate headquarters and regional offices	160,000
Narita, Japan(1)	Asia Pacific, Japan	Warehouse	156,000
Padova, Italy	Americas, Asia Pacific, Japan, Europe	Manufacturing/warehouse/offices	45,000
Hoopddorf, the Netherlands	Europe	Regional offices	31,000
Shenzen, China	Asia Pacific	Regional offices	28,000
Gordon's Bay, South Africa	Asia Pacific	Warehouse/offices	28,000
Singapore	Asia Pacific	Regional offices	23,000
Shanghai, China	Asia Pacific	Regional offices	19,000
Boston, Massachusetts	Americas	Global Commercial Center	16,000
Tokyo, Japan	Japan	Regional offices	13,000

(1) The warehouse facilities in this location are fully or partially subleased.

In addition to the principal properties listed above, we maintain small branch sales offices in the United States, Canada, South America, Taiwan, Hong Kong, Australia, Korea, China, the United Arab Emirates, India and Europe. We also lease more than 580 retail, outlet and kiosk/store in store locations worldwide. See Item 1 of this Form 10-K for further discussion regarding global company-operated stores.

ITEM 3. Legal Proceedings

We and certain current and former officers and directors were named as defendants in complaints filed by investors in the United States District Court for the District of Colorado. The first complaint was filed in November 2007 and several other complaints were filed shortly thereafter. These actions were consolidated and, in September 2008, the district court appointed a lead plaintiff and counsel. An amended consolidated complaint was filed in December 2008. The amended complaint purported to state claims under Sections 10(b), 20(a), and 20A of the Exchange Act on behalf of a class of all persons who purchased our common stock between April 2, 2007 and April 14, 2008 (the "Class Period"). The amended complaint also added our independent auditor as a defendant. The amended complaint alleged that, during the Class Period, the defendants made false and misleading public statements about us and our business and prospects and, as a result, the market price of our common stock was artificially inflated. The amended complaint also claimed that certain current and former officers and directors traded in our common stock on the basis of material non-public information. The amended complaint sought compensatory damages on behalf of the alleged class in an unspecified amount, including interest, and also sought attorneys' fees and costs of litigation. On February 28, 2011, the District Court granted motions to dismiss filed by the defendants and dismissed all claims. A final

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judgment was thereafter entered. Plaintiffs subsequently appealed to the United States Court of Appeals for the Tenth Circuit. We and those current and former officers and directors named as defendants entered into a Stipulation of Settlement with the plaintiffs to resolve all claims asserted against us by the plaintiffs on behalf of the putative class. Our independent auditor was not a party to the Stipulation of Settlement. The Stipulation of Settlement received preliminary approval from the District Court on August 28, 2013. On September 18, 2014, the District Court entered an order of final approval of the settlement and, on September 19, 2014, the District Court entered final judgment dismissing the action against us and those current and former officers and directors named as defendants in its entirety with prejudice. The full settlement amount has been paid by our insurers. Since no notice of appeal was filed during the appeal period, this action is now terminated as to Crocs and its affiliated individuals. Crocs considers this matter closed.

We are currently subject to an audit by U.S. Customs & Border Protection ("CBP") in respect of the period from 2006 to 2010. In October 2013, CBP issued the final audit report. In that report CBP projects that unpaid duties totaling approximately $12.4 million are due for the period under review and recommends collection of the duties due. We responded that these projections are erroneous and provided arguments that demonstrate the amount due in connection with this matter is considerably less than the projection. Additionally, on December 12, 2014, we made an offer to settle CBP's potential claims and tendered $3.5 million. At this time, it is not possible to determine how long it will take CBP to evaluate our offer or to predict whether our offer will be accepted. Likewise, if a settlement cannot be reached, it is not possible to predict with any certainty whether CBP will seek to assert a claim for penalties in addition to any unpaid duties, but such an assertion is a possibility.

Mexico's Federal Tax Authority ("SAT") has audited the company's records regarding imports and exports during the period from January 2006 to July 2011. There were two phases to the audit, the first for capital equipment and finished goods and the second for raw materials. The first phase was completed and no major discrepancies were noted by the SAT. On January 9, 2013, Crocs received a notice for the second phase in which the SAT issued a tax assessment (taxes and penalties) of roughly 280.0 million pesos (approximately $22.0 million) based on the value of all of Crocs' imported raw materials during the audit period. We believe that the proposed penalty amount is unfounded and without merit. With the help of local counsel we filed an appeal by the deadline of March 15, 2013. We have argued that the amount due in connection with the matter, if any, is substantially less than that proposed by the SAT. In connection with the appeal, the SAT required us to post an appeal surety bond in the amount of roughly 321.0 million pesos (approximately $26.0 million), which amount reflects estimated additional penalties and interest if we are not successful on our appeal. This amount will be adjusted on an annual basis. On November 27, 2014, the Superior Chamber of the Federal Tax Court ruled in favor of Crocs and annulled the tax assessment and the corresponding penalty. Crocs anticipates that the SAT will appeal this ruling. It is not possible at this time to predict the outcome of this matter or reasonably estimate any potential loss.

Crocs is currently subject to an audit by the Brazilian Federal Tax Authorities related to imports of footwear from China between 2010-2014. On January 13, 2015 Crocs was notified about the issuance of assessments totaling roughly $5.25 million for the period January 2010 through May 2011. Crocs has disputed these assessments and asserted defenses to the claims. On February 25, 2015 Crocs received additional assessments totaling roughly $11.54 million related to the remainder of the audit period. Crocs is in the process of reviewing these assessments, however, it expects to contest and file defenses to these claims as well. It is not possible at this time to predict the outcome of this matter.

Although we are subject to other litigation from time to time in the ordinary course of business, including employment, intellectual property and product liability claims, we are not party to any other pending legal proceedings that we believe would reasonably have a material adverse impact on our business, financial position, results of operations or cash flows.

ITEM 4. Mine Safety Disclosures

None.

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PART II

ITEM 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common stock, par value $0.001, is listed on the NASDAQ Global Select Market and trades under the stock symbol "CROX". The following table shows the high and low sales prices of our common stock for the periods indicated.

Fiscal Year 2014 Three Months Ended	High	Low
March 31, 2014	$ 16.88	$ 14.41
June 30, 2014	$ 15.78	$ 14.15
September 30, 2014	$ 16.83	$ 12.25
December 31, 2014	$ 13.47	$ 11.33

Fiscal Year 2013 Three Months Ended	High	Low
March 31, 2013	$ 16.36	$ 14.13
June 30, 2013	$ 17.95	$ 14.19
September 30, 2013	$ 17.62	$ 12.65
December 31, 2013	$ 16.27	$ 11.96

Performance Graph

The following performance graph illustrates a five-year comparison of cumulative total return of our common stock, the NASDAQ Composite Index and the Dow Jones U.S. Footwear Index from December 31, 2009 through December 31, 2014. The graph assumes an investment of $100 on December 31, 2009 and assumes the reinvestment of all dividends and other distributions.

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Comparison of Cumulative Total Return on Investment

	12/31/2009	12/31/2010	12/31/2011	12/31/2012	12/31/2013	12/31/2014
Crocs, Inc.	$ 100.00	$ 297.74	$ 256.87	$ 250.26	$ 276.87	$ 217.22
Dow Jones US Footwear Index	100.00	130.93	145.60	152.57	234.13	272.40
Nasdaq Composite Index	100.00	116.91	114.81	133.07	184.06	208.71

The Dow Jones U.S. Footwear Index is a sector index and includes companies in the major line of business in which we compete. This index does not encompass all of our competitors or all of our product categories and lines of business. The Dow Jones U.S. Footwear Index consists of Crocs, Inc., NIKE, Inc., Deckers Outdoor Corp., Iconix Brand Group, Inc., Skechers U.S.A., Inc. Steven Madden Ltd. and Wolverine World Wide, Inc., among other companies. As Crocs, Inc. is part of the Dow Jones U.S. Footwear Index, the price and returns of our stock have an effect on this index. The Nasdaq Composite Index is a market capitalization-weighted index and consists of more than 3,000 common equities, including Crocs, Inc. The stock performance shown on the performance graph above is not necessarily indicative of future performance. We do not make or endorse any predictions as to future stock performance.

Holders

The approximate number of stockholders of record of our common stock was 90 as of January 30, 2015.

Dividends

We have never declared or paid cash dividends on our common stock, and we do not anticipate paying any cash dividends on our common stock in the foreseeable future. Our financing arrangements contain certain restrictions on our ability to pay cash dividends on our common stock. In addition, the Certificate of Designations governing the Series A Convertible Preferred Stock that we issued in January 2014 restricts us from declaring and paying certain dividends on our common stock if we fail to pay all accumulated and unpaid regular dividends and/or declared and unpaid participating dividends to which the preferred holders are entitled. Any future determination to declare cash dividends on our common stock will be made at the discretion of our Board of Directors (the "Board"), subject to

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compliance with covenants under any then-existing financing agreements and the terms of the Certificate of Designations.

Purchases of Equity Securities by the Issuer

Period	Total Number of Shares (or Units) Purchased	Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs(1)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan Programs (in thousands)
October 1, 2014 - October 31, 2014	669,988	$ 11.99	669,988	$ 249,710
November 1, 2014 - November 30, 2014	2,324,788	12.36	2,324,788	220,972
December 1, 2014 - December 31, 2014	1,501,411	12.58	1,501,411	202,089
Total	4,496,187	$ 12.38	4,496,187	$ 202,089

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(1) On December 26, 2013, the board of directors approved the repurchase of up to $350.0 million of our common stock, which was announced on December 30, 2013. This authorization replaced our previous stock repurchase authorizations. During the three months ended December 31, 2014, we repurchased approximately 4.5 million shares at a weighted-average price of $12.38 for an aggregate price of approximately $55.7 million excluding related commission charges, under our publicly-announced repurchase plan. During the year ended December 31, 2014, we repurchased approximately 10.6 million shares at a weighted-average price of $13.75 for an aggregate price of approximately $145.6 million excluding related commission charges, under our publicly-announced repurchase plan. As of December 31, 2014, approximately $202.1 million of shares remained available for repurchase under our share repurchase authorization. The number, price, structure and timing of the repurchases, if any, will be at our sole discretion and future repurchases will be evaluated by us depending on market conditions, liquidity needs and other factors. Share repurchases may be made in the open market or in privately negotiated transactions. The repurchase authorization does not have an expiration date and does not oblige us to acquire any particular amount of our common stock. The board of directors may suspend, modify or terminate the repurchase program at any time without prior notice.

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ITEM 6. Selected Financial Data

The following table presents selected historical financial data for each of our last five fiscal years. The information in this table should be read in conjunction with the consolidated financial statements and accompanying notes and with Management's Discussion and Analysis of Financial Conditions and Results of Operations included in Item 7 of this Form 10-K.

			Financial History		
($ thousands, except share and per share data)	**2014**	**2013**	**2012**	**2011**	**2010**
Year Ended December 31,					
Revenues	$ 1,198,223	$ 1,192,680	$ 1,123,301	$ 1,000,903	$ 789,695
Cost of sales	603,893	569,482	515,324	464,493	364,631
Restructuring charges	3,985				1,300
Gross profit	590,345	623,198	607,977	536,410	423,764
Gross margin %	*49.3%*	*52.3%*	*54.1%*	*53.6%*	*53.7%*
Selling, general and administrative expenses	565,712	549,154	460,393	404,803	342,961
Selling, general and administrative expenses as a % of revenues	*47.2%*	*46.0%*	*41.0%*	*40.4%*	*43.4%*
Restructuring charges	20,532				2,539
Asset impairment charges	8,827	10,949	1,410	528	141
Income (loss) from operations	(4,726)	63,095	146,174	131,079	78,123
Income (loss) before income taxes	(8,549)	59,959	145,548	136,690	80,792
Income tax (benefit) expense	(3,623)	49,539	14,205	23,902	13,066
Net income (loss)	(4,926)	10,420	131,343	112,788	67,726
Dividends on Series A convertible preferred shares	11,301				
Dividend equivalents on Series A convertible preferred shares related to redemption value accretion and beneficial conversion feature	2,735				
Net income (loss) attributable to common stockholders	$ (18,962)	$ 10,420	$ 131,343	$ 112,788	$ 67,726
Income (loss) per common share:					
Basic	$ (0.22)	$ 0.12	$ 1.46	$ 1.27	$ 0.78
Diluted	$ (0.22)	$ 0.12	$ 1.44	$ 1.24	$ 0.76
Weighted average common shares:					
Basic	85,140,181	87,988,798	89,571,105	88,317,898	85,482,055
Diluted	85,140,181	89,089,473	90,588,416	89,981,382	87,595,618
Cash (used in) provided by operating activities	$ (11,651)	$ 83,464	$ 128,356	$ 142,376	$ 104,274
Cash used in investing activities	$ (57,992)	$ (69,758)	$ (65,943)	$ (41,664)	$ (42,078)
Cash provided by (used in) financing activities	$ 23,431	$ (1,161)	$ (16,625)	$ 8,917	$ 5,245

			Financial History		
($ thousands)	**2014**	**2013**	**2012**	**2011**	**2010**
As of December 31,					
Cash and cash equivalents	$ 267,512	$ 317,144	$ 294,348	$ 257,587	$ 145,583
Inventories	$ 171,012	$ 162,341	$ 164,804	$ 129,627	$ 121,155
Working capital	$ 441,523	$ 453,149	$ 455,177	$ 370,040	$ 243,252
Total assets	$ 806,931	$ 875,159	$ 829,638	$ 695,453	$ 549,481
Long term obligations	$ 27,849	$ 63,487	$ 54,300	$ 48,370	$ 35,613
Total stockholders' equity	$ 452,518	$ 624,744	$ 617,400	$ 491,780	$ 376,106

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ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Business Overview

We are a designer, developer, manufacturer, worldwide marketer and distributor of casual lifestyle footwear, apparel and accessories for men, women and children. We strive to be the global leader in the sale of molded footwear featuring fun, comfort, color and functionality. Our products include footwear and accessories that utilize our proprietary closed cell-resin, called Croslite. The use of this unique material enables us to produce innovative, lightweight, non-marking, and odor-resistant footwear. We currently sell our products in more than 90 countries through domestic and international retailers and distributors and directly to end-user consumers through our company-operated retail stores, outlets, webstores and kiosks.

Since the initial introduction and popularity of the Beach and Crocs Classic designs, we have expanded our Croslite products to include a variety of new styles and products and have further extended our product reach through the acquisition of brand platforms. Going forward, we intend to focus our footwear product lines on our core molded footwear heritage, as well as develop new innovative casual lifestyle footwear collections. We intend to streamline our product portfolio, eliminate non-core product development and explore strategic alternatives for non-core programs such as our golf line and our Ocean Minded brand, as well as our apparel and accessories business.

The broad appeal of our footwear has allowed us to market our products to a wide range of distribution channels, including family footwear stores, department stores, sporting goods and traditional footwear retailers as well as a variety of specialty and independent retail channels and the internet. We intend to drive cohesive global brand positioning from region-to-region and year-to-year to create a more clear and consistent product portfolio and message, resulting in a more powerful consumer connections to the brand. This strategy will be accomplished through developing powerful product stories supported with effective and consistent global marketing campaigns. Finally, we intend to increase our working market spend, which we define as funds that put marketing messages in front of consumers.

As a global company, we have significant revenues and costs denominated in currencies other than the U.S. Dollar. Sales in international markets in foreign currencies are expected to continue to represent a substantial portion of our revenues. Likewise, we expect that our subsidiaries with functional currencies other than the U.S. Dollar will continue to represent a substantial portion of our overall gross margin and related expenses. Accordingly, changes in foreign currency exchange rates could materially affect revenues and costs or the comparability of revenues and costs from period to period as a result of the impact of foreign currency translation adjustments into our reporting currency.

Use of Non-GAAP Financial Measures

In addition to financial measures presented on the basis of accounting principles generally accepted in the United States of America ("U.S. GAAP"), we present current period "adjusted selling, general and administrative expenses", which is a non-GAAP financial measure, within this Management's Discussion and Analysis. Adjusted results exclude the impact of items that management believes affect the comparability or underlying business trends in our consolidated financial statements in the periods presented.

We also present certain information related to our current period results of operations in this Item 7 through "constant currency", which is a non-GAAP financial measure and should be viewed as a supplement to our results of operations and presentation of reportable segments under U.S. GAAP. Constant currency represents current period results that have been restated using prior year average foreign exchange rates for the comparative period to enhance the visibility of the underlying business trends excluding the impact of foreign currency exchange rate fluctuations.

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Management uses adjusted results to assist in comparing business trends from period to period on a consistent basis without regard to the impact of non-GAAP adjustments in communications with the Board, stockholders, analysts and investors concerning our financial performance. We believe that these non-GAAP measures are used by, and are useful to, investors and other users of our financial statements in evaluating operating performance by providing better comparability between reporting periods because they provide an additional tool to evaluate our performance without regard to non-GAAP adjustments that may not be indicative of overall business trends. We believe they also provide a better baseline for analyzing trends in our operations. We do not suggest that investors should consider these non-GAAP measures in isolation from, or as a substitute for, financial information prepared in accordance with U.S. GAAP. Please refer to our 'Results of Operations' within this section for a reconciliation of adjusted selling, general and administrative expenses to GAAP selling, general and administrative expenses.

Recent Events

Gregg Ribatt was appointed the Company's Chief Executive Officer, effective January 28, 2015. In connection with his appointment as Chief Executive Officer, he will also serve as the Company's principal executive officer, succeeding the Company's acting principal executive officer, Andrew Rees. Mr. Rees will continue in his role as President of the Company.

2014 Financial Highlights

During the year ended December 31, 2014, we experienced relatively flat revenue growth of 0.5%. Unfavorable exchange rates driven by a stronger U.S. Dollar reduced revenue by $15.6 million on a constant-currency basis. We experienced a $7.8 million, or 1.9%, increase in retail channel revenues despite net store closures of 34 worldwide since December 31, 2013, but an overall decrease of 3.7% in comparable store sales compared to prior year. Additionally, sales from the internet channel increased 3.9% in 2014 compared to 2013. This was offset by a 0.9% aggregate decline in wholesale sales during 2014.

Specifically, we experienced strong revenue results in our Europe wholesale channel and retail channels and our Asia Pacific retail and internet channels. We experienced lower than expected growth in our Asia Pacific segment primarily due to decreased performance in our China business as a result of increased distributor inventory levels and lower replenishment orders. On a constant-currency basis, our Japan segment experienced lower revenues of $2.8 million and an operating loss of $9.4 million as a result of continuing macroeconomic turmoil related to the lingering decline of the Japanese Yen.

The following are significant developments in our businesses during the year ended December 31, 2014:

- Revenues increased $5.5 million, or 0.5%, to $1.2 billion compared to the same period in 2013. Revenue growth was predominately driven by a 2.5% increase in global footwear unit sales partially offset by a 1.7% decrease in global average footwear unit selling price which was primarily a result of foreign currency translation adjustments and liquidation of discontinued products.

- Gross profit decreased $32.9 million, or 5.3%, to $590.3 million and gross margin percentage decreased 298 basis points to 49.3% compared to 2013. The decline in gross margin percentage is primarily driven by the evolution of our product assortment and foreign currency translation adjustments, as only approximately 35% of our revenues were earned in the U.S. Dollar, compared to approximately 80% of costs of sales that were incurred in the U.S. Dollar. In addition, we experienced unit sales volume difficulty in our Americas market, lower than expected unit sales in our China market leading to decreased gross margins as average margins in China are typically higher than the global average, increased shipping costs globally and a

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$11.5 million write-down and/or disposals of obsolete inventory, $4.0 million of which was reported in 'Restructuring charges' in cost of sales related to the elimination of our golf product line.

Selling, general and administrative expenses increased $16.6 million, or 3.0%, to $565.7 million compared to the same period in 2013. Selling, general and administrative expenses increased predominately due to an increase of $10.2 million in bad debt expense associated with delayed payments from distributors in China and Southeast Asia. In addition, we experienced an increase of $24.8 million in expenses that we believe to be non-indicative of our underlying business trends including reorganizational charges as a result of transition activities, additional operating expenses related to our ERP implementation and charges related to litigation settlements.

We incurred $24.5 million in restructuring charges as a result of our strategic plans for long-term improvement and growth of the business. These charges included severance costs related to executive management and employees, retail store closure costs and a write-down of obsolete inventory related to an exited business lines.

We incurred $8.8 million in retail asset impairment charges related to certain underperforming retail locations in our Americas, Europe and Asia Pacific segments that were unlikely to generate sufficient cash flows to fully recover the carrying value of the stores' assets over their remaining economic life.

Net income (loss) attributable to common stockholders decreased $29.4 million, or 282.0%, to a net loss of $19.0 million compared to net income of $10.4 million for 2013. Net loss per share was $0.22 during the year ended December 31, 2014 compared to net income per share of $0.12 during the year ended December 31, 2013. These decreases are primarily the result of certain special charges such as restructuring and asset impairment charges as well as dividends declared on our Series A Preferred Stock and dividend equivalents as a result of the investment from Blackstone Capital Partners VI L.P. ("Blackstone"), which contributed a decrease of $14.0 million in net income attributable to common stockholders.

We slowed the expansion of our retail channel and have begun to focus on the long-term profitability of current locations. We opened 70 company-operated stores during the year ended December 31, 2014, half of which were outlet or low investment kiosk/store-in-store locations, and closed 104 company-operated stores, 20 of which were identified in the initial restructuring plan.

We continue to fund the implementation of our customized and fully integrated operations, accounting, and finance ERP system. During 2014, we successfully launched the ERP in Australia, New Zealand and Japan, and in early 2015, we continued the implementation globally. We believe the introduction of the new ERP system to our current environment will allow for seamless and high-quality data across the Company. As of December 31, 2014, total costs to date related to the ERP implementation were $88.3 million, of which $70.7 million has been capitalized and $17.6 million has been expensed. As of December 31, 2014, we had $11.6 million in outstanding borrowings related to the ERP system under a Master Installment Payment Agreement ("Master IPA") with PNC Equipment Finance, LLC ("PNC Equipment").

We repurchased approximately 10.6 million shares at an average price of $13.75 per share for a total value of $145.6 million, excluding related commission charges.

Future Outlook

During 2014, we announced strategic plans for long-term improvement and growth of the business. These plans comprised four key initiatives including: (1) streamlining the global product and marketing portfolio, (2) reducing direct investment in smaller geographic markets, (3) creating a more efficient

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organizational structure including reducing duplicative and excess overhead which will also enhance the decision making process, and (4) closing or converting approximately 75 to 100 Crocs branded retail stores around the world. During 2014, we executed several initiatives to accomplish our strategic plans, such as a reduction in workforce and the closure of 104 stores (20 of which were identified in the initial restructuring plan) and will continue to execute our strategy during 2015.

First, we intend to focus on our core molded footwear heritage, as well as develop innovative new casual lifestyle footwear platforms. We intend to streamline the product portfolio, eliminate non-core product development and will explore strategic alternatives for the non-core products and brands. We expect more centralized product line control will also result in a reduction of the SKU proliferation that has occurred over the past few years, a more simplified and efficient supply chain and a reduction in overall product line costs and inventory levels.

Further, we intend to drive cohesive global brand positioning from region-to-region and year-to-year to create a clearer and consistent product portfolio and message, resulting in a more powerful consumer connection to the brand. We intend to accomplish this strategy through developing powerful product stories supported with effective consistent and clear marketing. Finally, during 2015 we intend to increase our working market spend, which we define as funds that put marketing messages in front of consumers.

We have been discontinuing non-core programs in order to focus on growing our core-molded heritage categories while developing more compelling casual footwear platforms. We have discontinued our Crocs Golf products as well as gear and apparel, and closed Ocean Minded as an independent brand. We are currently focusing on products and product stories for Fall/Holiday 2015.

Second, we are refining our business model around the world, prioritizing direct investment in larger-scale geographies to focus our resources on the biggest opportunities, moving away from direct investment in the retail and wholesale businesses in smaller markets and transferring significant commercial responsibilities to distributors and third-party agents. These re-alignments are already underway in Brazil, Taiwan and other markets around the globe. Further, we intend to expand engagement with leading wholesale accounts in select markets to drive sales growth, optimize product placement and enhance brand reputation.

Third, we have reorganized key business functions to improve efficiency and have eliminated approximately185 global positions of which the majority occurred on July 21, 2014, reducing structural complexity, size and cost. In addition, we opened our Global Commercial Center in the Boston area in late 2014, housing key merchandising, marketing and retail executives. The Boston location was selected in order to attract experienced senior footwear and business development management talent. The Global Commercial Center in Boston will join the Product Creation and Global Shared Services Center in Niwot, Colorado, the cornerstone of support for Crocs' global business. We intend to strengthen our Regional Commercial Centers in the Netherlands, Singapore and Japan with responsibility for managing Crocs' global business.

We have made multiple organizational changes including the appointment of Andrew Rees as President of the Company and interim CEO during 2014, and the subsequent appointment of Gregg Ribatt as Chief Executive Officer effective in early 2015, the hiring of Michelle Poole, as Senior Vice President of Global Product Creation and Merchandising, and Bob Munroe, as the new General Manager of our Americas segment. Additionally, we hired David Thomson as SVP, General Manager of Asia/Africa and Middle East, commencing May 1, 2015. We are excited to enrich our team as we focus on the future and potential growth opportunities of the Crocs brand.

Fourth, we plan to rationalize under-performing business units, in order to re-align cost structure and place greater focus on assets and operations with higher profit potential. During the year ended December 31, 2014, we closed 104 company-operated stores (20 of which were identified in the initial

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restructuring plan). We plan to continue to close approximately 65 stores during 2015. The impact of these closures and conversions is expected to reduce annual revenue by approximately $8 million, with an insignificant impact on future operating income during 2015.

Overall, we undertook a comprehensive strategic review of the business and its operations globally, and identified four key areas of opportunity in the business: products, geographies, organization and channels. These plans prioritize earnings growth and our focus on becoming the leading brand in casual lifestyle footwear.

Results of Operations

Comparison of the Years Ended December 31, 2014 to 2013

($ thousands, except per share data and average footwear selling price)	Year Ended December 31, 2014	2013	$	%
Revenues	$ 1,198,223	$ 1,192,680	$ 5,543	0.5%
Cost of sales	603,893	569,482	34,411	6.0
Restructuring charges	3,985		3,985	*
Gross profit	590,345	623,198	(32,853)	(5.3)
Selling, general and administrative expenses	565,712	549,154	16,558	3.0
Restructuring charges	20,532		20,532	*
Asset impairment charges	8,827	10,949	(2,122)	(19.4)
Income (loss) from operations	(4,726)	63,095	(67,821)	(107.5)
Foreign currency transaction losses, net	4,885	4,678	207	4.4
Interest income	(1,664)	(2,432)	768	(31.6)
Interest expense	806	1,016	(210)	(20.7)
Other income, net	(204)	(126)	(78)	61.9
Income (loss) before income taxes	(8,549)	59,959	(68,508)	(114.3)
Income tax expense (benefit)	(3,623)	49,539	(53,162)	(107.3)
Net income (loss)	$ (4,926)	$ 10,420	$ (15,346)	(147.3)%
Dividends on Series A convertible preferred shares	11,301		11,301	*
Dividend equivalents on Series A convertible preferred shares related to redemption value accretion and beneficial conversion feature	2,735		2,735	*
Net income (loss) attributable to common stockholders	$ (18,962)	$ 10,420	$ (29,382)	(282.0)%
Net income (loss) per common share:				
Basic	$ (0.22)	$ 0.12	$ (0.34)	(283.3)%
Diluted	$ (0.22)	$ 0.12	$ (0.34)	(283.3)%
Gross margin	49.3%	52.3%	(298)bps	(5.7)%
Operating margin	(0.4)%	5.3%	(568)bps	(107.5)%

Footwear unit sales	55,700	54,326	1,374	2.5%
Average footwear selling price	$ 20.92	$ 21.27	$ (0.35)	(1.7)%

Revenues. During the year ended December 31, 2014, revenues remained relatively flat, increasing $5.5 million, or 0.5%, compared to 2013 primarily due to an increase of 1.4 million, or 2.5%, in global footwear unit sales primarily driven by improved year-over-year performance in our wholesale and internet channels. This increase was partially offset by a decrease of $0.35 per unit, or 1.7%, in average footwear selling price.

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For the year ended December 31, 2014, revenues from our wholesale channel decreased $6.2 million, or 0.9%, compared to 2013, which was primarily driven by lower unit sales in our Americas and Japan segments, decreased performance in our China business as a result of increased distributor inventory levels and lower replenishment orders and lower average selling price in Europe and Japan. These decreases were partially offset by a 19.2% increase in unit sales in Europe primarily driven by product volume expansion through new wholesale doors and continued support from existing customers.

For the year ended December 31, 2014, revenues from our retail channel increased $7.8 million, or 1.9%, compared to 2013, which was primarily driven by a 3.8% increase in footwear unit sales, primarily attributable to the Americas and Japan segments. This increase was partially offset by lower average selling prices in those segments. Additionally, we experienced an overall decrease of 3.7% in comparable store sales compared to the prior year. During the year ended December 31, 2014, we opened 70 and closed 104 company-operated stores. We plan to continue to moderate the pace of our retail expansion in 2015 with a focus on outlet and kiosk locations and consolidating and enhancing the profitability of existing locations.

For the year ended December 31, 2014, revenues from our internet channel increased $3.9 million, or 3.9%, compared to 2013, which was primarily driven by increased internet sales in our Asia Pacific segment partially offset by a decrease in internet sales in our Europe segment and lower average selling prices in all segments except Europe. Our internet sales totaled approximately 8.8% and 8.5% of our consolidated net sales during the years ended December 31, 2014 and 2013, respectively. We continue to benefit from our online presence through webstores worldwide enabling us to have increased access to our customers in a low cost, attractive manner and providing us with an opportunity to educate them about our products and brand. During the year ended December 31, 2014, we decreased our global company-operated e-commerce sites 12 in order to focus our internet strategy in our principal geographical locations.

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The following table summarizes our total revenue by channel for the years ended December 31, 2014 and 2013:

($ thousands)	Year Ended December 31, 2014	2013	Change $	%	Constant Currency Change(1) $	%
Channel revenues:						
Wholesale:						
Americas	$ 228,615	$ 239,104	$ (10,489)	(4.4)%	$ (7,286)	(3.0)%
Asia Pacific	210,924	212,761	(1,837)	(0.9)	(449)	(0.2)
Japan	79,686	90,426	(10,740)	(11.9)	(5,176)	(5.7)
Europe	147,561	131,215	16,346	12.5	16,189	12.3
Other businesses	794	254	540	212.6	533	209.8
Total Wholesale	667,580	673,760	(6,180)	(0.9)	3,811	0.6
Consumer-direct:						
Retail:						
Americas	206,053	202,925	3,128	1.5	4,552	2.2
Asia Pacific	123,597	120,020	3,577	3.0	2,768	2.3
Japan	35,867	36,566	(699)	(1.9)	1,745	4.8
Europe	60,309	58,507	1,802	3.1	3,240	5.5
Total Retail	425,826	418,018	7,808	1.9	12,305	2.9
Internet:						
Americas	55,247	56,523	(1,276)	(2.3)	(960)	(1.7)
Asia Pacific	15,928	9,971	5,957	59.7	6,208	62.3
Japan	7,908	7,871	37	0.5	659	8.4
Europe	25,734	26,537	(803)	(3.0)	(868)	(3.3)
Total Internet	104,817	100,902	3,915	3.9	5,039	5.0
Total revenues:	$ 1,198,223	$ 1,192,680	$ 5,543	0.5%	$ 21,155	1.8%

(1) Reflects year over year change as if the current period results were in "constant currency," which is a non-GAAP financial measure. See "Use of Non-GAAP Financial Measures" above for more information.

The table below illustrates the overall growth in the number of our company-operated retail locations by type of store and reportable operating segment as of December 31, 2014 and 2013:

Company-operated retail locations:	December 31, 2013	Opened	Closed	December 31, 2014
Type:				
Kiosk/Store in Store	122	8	(30)	100
Retail Stores	327	40	(56)	311
Outlet Stores	170	22	(18)	174
Total	619	70	(104)	585
Operating segment:				
Americas	216	16	(22)	210
Asia Pacific	236	38	(70)	204
Japan	49	6	(1)	54
Europe	118	10	(11)	117

Total	619	70	(104)	585

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The table below sets forth our comparable store sales by reportable operating segment for the year ended December 31, 2014 as compared to the same period in 2013:

Comparable store sales(1)	Constant Currency Year Ended December 31, 2014(2)	Constant Currency Year Ended December 31, 2013(2)
Americas	(4.4)%	(5.8)%
Asia Pacific	(4.6)	6.9
Japan	(4.8)	(15.0)
Europe	0.7	2.4
Global	(3.7)%	(2.7)%

(1) Comparable store status is determined on a monthly basis. Comparable store sales begin in the thirteenth month of a store's operation. Stores in which selling square footage has changed more than 15% as a result of a remodel, expansion or reduction are excluded until the thirteenth month in which they have comparable prior year sales. Temporarily closed stores are excluded from the comparable store sales calculation during the month of closure. Location closures in excess of three months are excluded until the thirteenth month post re-opening. Comparable store sales exclude the impact of our internet channel revenues and are calculated on a currency neutral basis using historical annual average currency rates.

(2) Reflects quarter over quarter change as if the current period results were in "constant currency," which is a non-GAAP financial measure. See "Use of Non-GAAP Financial Measures" above for more information.

Impact on Revenues due to Foreign Exchange Rate Fluctuations. Changes in average foreign currency exchange rates used to translate revenues from our functional currencies to our reporting currency during the year ended December 31, 2014 decreased our revenues by $15.6 million compared to 2013.

Gross profit. During the year ended December 31, 2014, gross profit decreased $32.9 million, or 5.3%, compared to 2013, which was primarily attributable to a $34.4 million, or 6.0%, increase in cost of sales, excluding restructuring, partially offset by a 0.5% increase in revenue. Gross margin percentage decreased 298 basis points compared to the same period in 2013. The decline in gross margin percentage is primarily driven by an increase in obsolete inventory of $8.1 million for the year ended December 31, 2014 compared to 2013 primarily driven by inventory obsolescence in China, $4.0 million of costs related to restructuring and the evolution of our product assortment and is consistent with our product strategy. In addition, we experienced unit sales volume difficulty in our Americas market, lower than expected unit sales in our China market leading to decreased gross margins, as average margins in China are typically higher than the global average, and increased shipping costs globally.

Impact on Gross Profit due to Foreign Exchange Rate Fluctuations. Changes in average foreign currency exchange rates used to translate revenues and costs of sales from our functional currencies to our reporting currency during the year ended December 31, 2014 decreased our gross profit by $9.2 million compared to 2013.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased $16.6 million, or 3.0%, during the year ended December 31, 2014 compared to the same period in 2013. As a percentage of revenue, selling, general and administrative expenses increased 117 basis points to 47.2% from 46.0% during the year ended December 31, 2014 compared to 2013. This increase was predominately due to year over year increases of $16.7 million in professional fees and other outside services, $10.2 million increases in bad debt expense, primarily related to delayed payments from distributors in China and Southeast Asia, and an increase of $7.2 million related to

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rising rental rates and repairs and maintenance for retail locations. We have slowed the expansion of our retail channel in order to focus on the long-term profitability of existing locations and we have closed 104 company-operated locations between December 31, 2013 and December 31, 2014. These increases were partially offset by a decrease of approximately $5.4 million related to the reduction in headcount, $2.7 million related to travel reductions and other cost saving and mitigation initiatives.

In addition to these fluctuations, we have identified certain selling, general and administrative expenses that affect the comparability or underlying business trends in our consolidated financial statements. The following table summarizes these expenses as well as details the additional drivers of the increase above by reconciling our GAAP selling, general and administrative expenses to non-GAAP selling, general and administrative expenses:

	Year Ended December 31,	
Selling, general and administrative expenses reconciliation:	**2014**	**2013**
GAAP selling, general and administrative expenses	$ 565,712	$ 549,154
New ERP implementation(1)	(13,268)	(8,893)
Reorganization charges(2)	(8,872)	(466)
Legal settlement(3)	(2,646)	(5,714)
Brazil tax credits(4)		(6,094)
Non-GAAP selling, general and administrative expenses	$ 540,926	$ 527,987

(1) This represents operating expenses related to the implementation of our new ERP system and the add-back of accelerated depreciation and amortization on tangible and intangible items related to our current ERP system and supporting platforms that will no longer be utilized once the implementation of a new ERP is complete.

(2) This relates to bonuses, consulting fees and other expenses related to recent restructuring activities and our investment agreement with Blackstone.

(3) This represents legal settlement expenses.

(4) This represents a net expense related to the resolution of a statutory tax audit in Brazil.

Impact on Selling, General, and Administrative Expenses due to Foreign Exchange Rate Fluctuations. Changes in average foreign currency exchange rates used to translate expenses from our functional currencies to our reporting currency during the year ended December 31, 2014, negatively impacted, or increased, selling, general and administrative expenses by approximately $6.0 million compared to 2013.

Restructuring Charges. We recorded $24.5 million in restructuring charges during the year ended December 31, 2014. These restructuring charges arose primarily as a result of our strategic plans for long-term improvement and growth of the business. Restructuring charges for the year ended December 31, 2014 consisted of:

- $12.5 million in severance costs, of which $3.7 million was related to the termination of executive management and $3.6 million was related to the reductions in workforce announced on July 21, 2014;

- $7.8 million in other restructuring costs primarily related to the write-off of long-lived assets associated with the exiting of retail locations and obsolete inventory; and

$4.2 million in contract termination costs primarily related to the early termination of operating leases and sponsorship agreements.

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Asset Impairment Charges. We recorded $8.8 million in asset impairment charges during the year ended December 31, 2014, a decrease of $2.1 million compared to 2013, related to certain underperforming retail locations in our Americas, Europe and Asia Pacific segments that were unlikely to generate sufficient cash flows to fully recover the carrying value of the stores' assets over their remaining economic life.

Foreign Currency Transaction Losses. The line item entitled foreign currency transaction losses, net is comprised of foreign currency gains and losses from the re-measurement and settlement of monetary assets and liabilities denominated in non-functional currencies and the impact of certain foreign currency derivative instruments. During the year ended December 31, 2014, losses on foreign currency transactions increased $0.2 million, or 4.4%, as compared to 2013.

Income tax expense. During the year ended December 31, 2014, we recognized a benefit from income tax of $3.6 million compared to an expense of $49.5 million in 2013. Our effective tax rate decreased primarily due to the release of certain unrecognized tax benefits as the result of settling the Company's audits with the Canada Revenue Agency and the Internal Revenue Service. Our effective tax rate for the year ended December 31, 2014 differs from the federal U.S. statutory rate primarily because of the release of certain unrecognized tax benefits as well as differences between income tax rates between U.S. and foreign jurisdictions.

Comparison of the Years Ended December 31, 2013 and 2012

	Year Ended December 31,		Change	
($ thousands, except per share data and average footwear selling price)	**2013**	**2012**	**$**	**%**
Revenues	$ 1,192,680	$ 1,123,301	$ 69,379	6.2%
Cost of sales	569,482	515,324	54,158	10.5
Gross profit	623,198	607,977	15,221	2.5
Selling, general and administrative expenses	549,154	460,393	88,761	19.3
Asset impairment charges	10,949	1,410	9,539	676.5
Income from operations	63,095	146,174	(83,079)	(56.8)
Foreign currency transaction losses, net	4,678	2,500	2,178	87.1
Interest income	(2,432)	(1,697)	(735)	43.3
Interest expense	1,016	837	179	21.4
Other income, net	(126)	(1,014)	888	(87.6)
Income before income taxes	59,959	145,548	(85,589)	(58.8)
Income tax expense	49,539	14,205	35,334	248.7
Net income	$ 10,420	$ 131,343	$ (120,923)	(92.1)%
Net income per common share:				
Basic	$ 0.12	$ 1.46	$ (1.34)	(91.9)%
Diluted	$ 0.12	$ 1.44	$ (1.32)	(91.9)%
Gross margin	52.3%	54.1%	(180)bps	(3.3)%
Operating margin	5.3%	13.0%	(770)bps	(59.2)%
Footwear unit sales	54,326	49,947	4,379	8.8%
Average footwear selling price	$ 21.27	$ 21.55	$ (0.28)	(1.3)%

Revenues. During the year ended December 31, 2013, revenues increased $69.4 million, or 6.2%, compared to the same period in 2012, primarily due to an increase of 4.4 million, or 8.8%, in global footwear unit sales. This increase was partially offset by a decrease of $0.28 per unit, or 1.3%, in average footwear selling price.

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For the year ended December 31, 2013, revenues from our wholesale channel increased $27.9 million, or 4.3%, compared to 2012, which was primarily driven by increased wholesale demand in our Asia Pacific, Europe and Americas segments partially offset by decreased wholesale sales in our Japan segment. These increases were driven by strong commitments from current wholesale customers and global distributors in emerging markets specifically in our Asia Pacific and Europe regions. We faced challenges in our Americas segment due to lower than anticipated at-once sales as a result of accounts remaining lean on inventory and in our Japan segment due to continued macroeconomic pressure on consumer spending and unfavorable exchange rates between the Japanese Yen and U.S. Dollar.

For the year ended December 31, 2013, revenues from our retail channel increased $43.2 million, or 11.5%, compared to 2012, primarily driven by the disciplined expansion of our global retail presence, which included the opening of 82 company-operated stores (net of store closures) during the year. This increase was driven by a global balance as we realized retail revenue growth in all four segments on a constant currency basis. Partially offsetting this increase was a global decrease in comparable store sales of 2.7% on a constant currency basis which is primarily the result of global weakness in consumer confidence, particularly in the Americas and Japan, as lingering effects of recessionary traffic and spending continued to impact retail markets.

For the year ended December 31, 2013, revenues from our internet channel decreased $1.7 million, or 1.7%, compared to 2012, which was primarily driven by decreased internet sales in Americas and Japan partially offset by increased internet sales in Europe and Asia Pacific. Our internet sales totaled approximately 8.5% and 9.1% of our consolidated net sales in 2013 and 2012, respectively.

Impact on Revenues due to Foreign Exchange Rate Fluctuations. Changes in average foreign currency exchange rates used to translate revenues from our functional currencies to our reporting currency during the year ended December 31, 2013 decreased our revenues by $29.1 million compared to 2012. The majority of this decrease was related to the decrease in value of the Japanese Yen compared to the U.S. Dollar due to the political and macroeconomic environment in Japan.

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The following table summarizes our total revenue by channel for the years ended December 31, 2013 and 2012:

($ thousands)	Year Ended December 31, 2013	2012	Change $	%	Constant Currency Change(1) $	%
Channel revenues:						
Wholesale:						
Americas	$ 239,104	$ 235,988	$ 3,116	1.3%	$ 5,589	2.4%
Asia Pacific	212,761	180,970	31,791	17.6	31,199	17.2
Japan	90,426	117,380	(26,954)	(23.0)	(6,940)	(5.9)
Europe	131,215	110,947	20,268	18.3	17,585	15.8
Other businesses	254	574	(320)	(55.7)	(325)	(56.6)
Total Wholesale	673,760	645,859	27,901	4.3	47,108	7.3
Consumer-direct:						
Retail:						
Americas	202,925	196,711	6,214	3.2	7,303	3.7
Asia Pacific	120,020	104,632	15,388	14.7	15,380	14.7
Japan	36,566	38,430	(1,864)	(4.9)	6,526	17.0
Europe	58,507	35,052	23,455	66.9	22,728	64.8
Total Retail	418,018	374,825	43,193	11.5	51,937	13.9
Internet:						
Americas	56,523	63,153	(6,630)	(10.5)	(6,404)	(10.1)
Asia Pacific	9,971	7,244	2,727	37.6	2,749	37.9
Japan	7,871	8,755	(884)	(10.1)	867	9.9
Europe	26,537	23,465	3,072	13.1	2,231	9.5
Total Internet	100,902	102,617	(1,715)	(1.7)	(557)	(0.5)
Total revenues:	$ 1,192,680	$ 1,123,301	$ 69,379	6.2%	$ 98,488	8.8%

(1) Reflects year-over-year change as if the current period results were in "constant currency," which is a non-GAAP financial measure. See "Non-GAAP Financial Measures" above for more information.

The table below illustrates the overall growth in the number of our company-operated retail locations by type of store and reportable operating segment as of December 31, 2013 and 2012:

Company-operated retail locations:	December 31, 2012	Opened	Closed	December 31, 2013
Type:				
Kiosk/Store in Store	121	23	(22)	122
Retail Stores	287	66	(26)	327
Outlet Stores	129	43	(2)	170
Total	537	132	(50)	619
Operating segment:				
Americas	199	34	(17)	216
Asia Pacific	201	61	(26)	236
Japan	40	11	(2)	49
Europe	97	26	(5)	118

Total	537	132	(50)	619

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The table below sets forth our comparable store sales by reportable operating segment for the year ended December 31, 2013 as compared to 2012:

Comparable store sales(1)	Constant Currency Year Ended December 31, 2013(2)	Constant Currency Year Ended December 31, 2012(2)
Americas	(5.8)%	2.6%
Asia Pacific	6.9	3.3
Japan	(15.0)	(13.0)
Europe	2.4	5.4
Global	(2.7)%	1.5%

(1) Comparable store sales is determined on a monthly basis. Comparable store sales begin in the thirteenth month of a store's operation. Stores in which selling square footage has changed more than 15% as a result of a remodel, expansion or reduction are excluded until the thirteenth month in which they have comparable prior year sales. Temporarily closed stores are excluded from the comparable store sales calculation during the month of closure. Location closures in excess of three months are excluded until the thirteenth month post re-opening. Comparable store sales growth is calculated on a currency neutral basis using historical annual average currency rates.

(2) Reflects year-over-year change as if the current period results were in "constant currency," which is a non-GAAP financial measure. See "Non-GAAP Financial Measures" below for more information.

Gross profit. During the year ended December 31, 2013, gross profit increased $15.2 million, or 2.5%, compared to 2012, which was primarily attributable to the 6.2% increase in revenues as a result of higher footwear unit sales partially offset by lower footwear selling prices and a $54.2 million, or 10.5%, increase in cost of sales. Gross margin percentage decreased 180 basis points compared to 2012. The decline in gross margin percentage is primarily driven by the evolution of our product assortment and is consistent with our product strategy. Product cost inflation also contributed to the decline in gross margin percentage, but was mostly offset by internal cost savings initiatives.

Impact on Gross Profit due to Foreign Exchange Rate Fluctuations. Changes in average foreign currency exchange rates used to translate revenues and costs of sales from our functional currencies to our reporting currency during the year ended December 31, 2013 decreased our gross profit by $15.9 million compared to 2012. The majority of this decrease was related to the decrease in value of the Japanese Yen compared to the U.S. Dollar due to the political and macroeconomic environment in Japan.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased $88.8 million, or 19.3%, during the year ended December 31, 2013 compared to 2012. We continue to focus our operating expense increases around the long-term growth of the Company and are currently undergoing several long-term strategic projects including global retail expansion and the implementation of our ERP system, which resulted in selling, general and administrative charges as well as capitalized expenditures. The increase in selling, general and administrative expenses is primarily due to:

(i) an increase of $39.6 million, or 19.3%, related to the global expansion of our retail channel, in which we opened 82 company-operated stores (net of store closures) during the year. This increase includes $23.5 million of additional building expenses such as rent and maintenance fees, $11.4 million in additional labor expenses and $3.2 million in depreciation and amortization;

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(ii) an increase of $14.9 million, or 13.9%, related to non-retail labor charges including variable and stock compensation as well as the normalization of 2012 headcount increases;

(iii) an increase of $9.9 million, or 44.8%, related to other non-retail expenses which includes a $6.1 million non-recurring expense related to the resolution of a statutory tax audit in Brazil during the second quarter of 2013;

(iv) an increase of $9.8 million, or 25.3%, related to non-retail professional expenses related to various litigation services, consulting fees, contract labor and other outside services. This increase includes $3.5 million of additional non-recurring charges related to on-going litigation and $1.1 million of additional non-recurring fees related to our recent investment agreement with Blackstone, which includes professional service fees associated with the transaction and our cash repatriation activities;

(v) an increase of $7.1 million in non-retail marketing expenses, which was part of a company-wide initiative to increase advertising and agency services in order to help drive demand; and

(vi) an increase of $5.0 million in operating expenses related to the implementation of our ERP system.

As a percentage of revenue, selling, general and administrative expenses increased 12.2%, or 500 basis points, to 46.0% during the year ended December 31, 2013 compared to 2012 as we continued to increase our global retail presence, utilize state-of-the-art marketing techniques to expand our global brand and update our information technology for a streamlined business approach.

Impact on Selling, General, and Administrative Expenses due to Foreign Exchange Rate Fluctuations. Changes in average foreign currency exchange rates used to translate expenses from our functional currencies to our reporting currency during the year ended December 31, 2013, decreased selling, general and administrative expenses by approximately $8.6 million compared to 2012. The majority of this decrease was related to the decrease in value of the Japanese Yen compared to the U.S. Dollar due to the political and macroeconomic environment in Japan.

Asset Impairments. We periodically evaluate all of our long-lived assets for impairment when events or circumstances would indicate the carrying value of a long-lived asset may not be fully recoverable. In addition, we assess goodwill for impairment annually on the last day of the fourth quarter, or more frequently if events and circumstances indicate impairment may have occurred. Asset impairments increased $9.5 million during the year ended December 31, 2013 compared to 2012 primarily due to $10.6 million of long-lived asset impairment charges during the year ended December 31, 2013 related to 60 underperforming retail locations in the Americas, Asia Pacific and Europe segments that we concluded were unlikely to generate sufficient cash flows to fully recover the carrying value of the stores' assets over their remaining economic life. In addition, we recorded $0.3 million of goodwill impairment during the year ended December 31, 2013 related to our Crocs Benelux B.V. business, which we purchased in July 2012.

Foreign Currency Transaction Losses. The line item entitled 'Foreign currency transaction losses, net' is comprised of foreign currency gains and losses from the re-measurement and settlement of monetary assets and liabilities denominated in non-functional currencies and the impact of certain foreign currency derivative instruments. During the year ended December 31, 2013, losses on foreign currency transactions increased $2.2 million, or 87.1%, compared to 2012. This increase is primarily related to an $8.0 million increase in net losses associated with exposure from day-to-day business transactions in various foreign currencies compared to 2012. This difference was partially offset by a $5.8 million increase in net gains associated with our derivative instruments and our ability to hedge foreign currency fluctuations through undesignated forward instruments compared to 2012.

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Income tax expense. During the year ended December 31, 2013, income tax expense increased $35.3 million resulting in a 72.9% increase in effective tax rate compared to 2012, which was primarily the result of valuation allowances being recorded on net deferred tax assets in tax jurisdictions where we believe it is not more likely than not that those benefits will be realized and tax associated with our cash repatriation activities. Our effective tax rate of 82.6% for the year ended December 31, 2013 differs from the federal U.S. statutory rate primarily because the result of valuation allowances being recorded on net deferred tax assets in tax jurisdictions where we believe it is not more likely than not that those benefits will be realized and tax associated with our cash repatriation activities.

Presentation of Reportable Segments

For 2014, 2013 and 2012, we had four reportable operating segments based on the geographic nature of our operations: Americas, Asia Pacific, Japan and Europe. We also have an "Other businesses" category which aggregates insignificant operating segments that do not meet the reportable threshold and represent manufacturing operations located in Mexico, Italy and Asia. The composition of our reportable operating segments is consistent with that used by our Chief Operating Decision Maker ("CODM") to evaluate performance and allocate resources.

During the first quarter of 2013, we adjusted our operating segment structure for internal reports reviewed by the CODM by presenting Japan separate from the Asia Pacific segment. This change was made due to the volatility of the Japanese yen and the macroeconomic environment within Japan as well as negative sales growth compared to the rest of the Asia Pacific segment, which resulted in the need for a regular review of the operating results of Japan by management and the CODM in order to better evaluate performance and allocate resources for the consolidated business. Results from operations for the year ended December 31, 2012 was restated for this change.

Subsequent to December 31, 2014, we have determined that for fiscal 2015, our internal reports reviewed by the CODM will revert back to include Japan in the Asia Pacific segment. This change is to align reporting to our new strategic model and management structure, as Japan and Asia Pacific will be managed and analyzed as one operating segment by management and the CODM, to better allocate resources. Therefore, there will be three reportable operating segments for 2015.

Each of our reportable operating segments derives its revenues from the sale of footwear, apparel and accessories to external customers as well as intersegment sales. Revenues of the "Other businesses" category are primarily made up of intersegment sales. The remaining revenues for the "Other businesses" represent non-footwear product sales to external customers. Intersegment sales are not included in the measurement of segment operating income or regularly reviewed by the CODM and are eliminated when deriving total consolidated revenues.

The primary financial measure utilized by the CODM to evaluate performance and allocate resources is segment operating income. Segment performance evaluation is based primarily on segment results without allocating corporate expenses, or indirect general, administrative and other expenses. Segment profits or losses of our reportable operating segments include adjustments to eliminate intersegment profit or losses on intersegment sales. As such, reconciling items for segment operating income represent unallocated corporate and other expenses as well as intersegment eliminations. Segment assets consist of cash and cash equivalents, accounts receivable and inventory as these balances are regularly reviewed by the CODM.

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Comparison of the Years Ended December 31, 2014 and 2013 by Segment

The following table sets forth information related to our reportable operating business segments for the years ended December 31, 2014 and 2013:

($ thousands)	Year Ended December 31, 2014	2013	Change $	%	Constant Currency Change(4) $	%
Revenues:						
Americas	$ 489,915	$ 498,552	$ (8,637)	(1.7)%	$ (3,694)	(0.7)%
Asia Pacific	350,449	342,752	7,697	2.2	8,527	2.5
Japan	123,461	134,863	(11,402)	(8.5)	(2,772)	(2.1)
Europe	233,604	216,259	17,345	8.0	18,561	8.6
Total segment revenues	1,197,429	1,192,426	5,003	0.4	20,622	1.7
Other businesses	794	254	540	212.6	533	209.8
Total consolidated revenues	$ 1,198,223	$ 1,192,680	$ 5,543	0.5%	$ 21,155	1.8%
Operating income (loss):						
Americas	$ 48,347	$ 61,894	$ (13,547)	(21.9)%	$ (13,944)	(22.5)%
Asia Pacific	47,753	80,693	(32,940)	(40.8)	(29,446)	(36.5)
Japan	27,382	37,560	(10,178)	(27.1)	(9,409)	(25.1)
Europe	24,517	16,192	8,325	51.4	7,021	43.4
Total segment operating income	147,999	196,339	(48,340)	(24.6)	(45,778)	(23.3)
Other businesses(1)	(19,400)	(20,811)	1,411	(6.8)	1,504	(7.2)
Intersegment eliminations	(1,498)	61	(1,559)	(2555.7)	(1,559)	(2,555.7)
Unallocated corporate and other(2)	(131,827)	(112,494)	(19,332)	17.2	(13,500)	12.0
Total consolidated operating income (loss)(3)	$ (4,726)	$ 63,095	$ (67,821)	(107.5)%	$ (59,333)	(94.0)%
Foreign currency transaction losses, net	4,885	4,678	207	4.4		
Interest income	(1,664)	(2,432)	768	(31.6)		
Interest expense	806	1,016	(210)	(20.7)		
Other income, net	(204)	(126)	(78)	61.9		
Income before income taxes	$ (8,549)	$ 59,959	$ (68,508)	(114.3)%		

(1)
During the year ended December 31, 2014, operating losses of Other businesses decreased $1.4 million compared to 2013, primarily due to a $1.5 million increase in gross margin offset by a $0.1 million increase in selling, general and administrative expenses.

(2)

Includes a corporate component consisting primarily of corporate support and administrative functions, costs associated with share-based compensation, research and development, brand marketing, legal, depreciation on corporate and other assets not allocated to operating segments and costs of the same nature of certain corporate holding companies. For the year ended December 31, 2014, Unallocated corporate and other operating losses increased $19.3 million compared to the same period in 2013, primarily due to $8.9 million restructuring charges related to the termination of certain employees and executives and a write-off of obsolete inventory related to an exited business line and an $8.1 million increase in selling, general and administrative expenses primarily related to the implementation of our ERP system and our investment agreement with Blackstone partially offset by cost savings in variable compensation.

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(3) Please refer to our Results of Operations to reconcile total consolidated operating income to net income as segment information does not have an effect on values below total consolidated operating income.

(4) Reflects year over year change as if the current period results were in "constant currency," which is a non-GAAP financial measure. See "Use of Non-GAAP Financial Measures" above for more information.

Americas Operating Segment. During the year ended December 31, 2014, revenues from our Americas segment decreased $8.6 million, or 1.7%, compared to 2013 primarily due to a 3.2% decrease in footwear units sold and a $4.9 million unfavorable impact from foreign currency fluctuations driven by weakening of the Brazilian Real against the U.S. Dollar. This decrease was partially offset by a 2.2% increase in average footwear unit selling price. During the year ended December 31, 2014, revenue declines for the region were realized primarily in the wholesale channel which decreased $10.5 million, or 4.4%, and in the internet channel which decreased $1.3 million, or 2.3%, compared to 2013. The decrease in wholesale channel revenue was predominately driven by a mix of lower than anticipated at-once orders as a result of accounts remaining lean on inventory in the first half of the year and a decline in activity in our Latin and South American markets partially offset by an increase in activity in the United States. The decrease in internet channel revenue was predominately driven by a decrease in average footwear selling price partially offset by an increase in footwear unit sales and increased conversion and traffic. Partially offsetting this decrease was a $3.1 million, or 1.5%, increase in retail channel revenues, which is primarily the result of higher unit sales. Comparable store sales decreased 4.4% due to the impact of foreign currency translation adjustments into our reporting currency.

During the year ended December 31, 2014, segment operating income decreased $13.5 million, or 21.9%, compared to 2013 primarily related to:

(i) a decrease in segment gross margins of $13.2 million, or 5.3%, primarily related to higher material costs and an increase of $1.2 million of inventory written off related to obsolete inventory including raw materials, footwear and other accessories;

(ii) $4.3 million in restructuring charges related to the reorganization of our business in Brazil, severance costs in the United States and an inventory write-down related to an exited business line; and

(iii) Partially offsetting these negative impacts to operating income was a decrease of $2.8 million, or 1.6%, in selling, general and administrative expenses as a result of lower marketing expenses partially offset by higher rent and maintenance fees.

Asia Pacific Operating Segment. During the year ended December 31, 2014, revenues from our Asia Pacific segment increased $7.7 million, or 2.2%, compared to 2013 primarily due to a 1.2% increase in footwear units sold and a 1.5% increase in average footwear selling price. This increase was partially offset by a $0.8 million unfavorable impact from foreign currency fluctuations. During the year ended December 31, 2014, we realized revenue growth of 59.7% in the region in the internet channels compared to 2013. Partially offsetting these increases was a decrease of $1.9 million, or 0.9%, in the wholesale channel revenues, primarily due to a decrease in third and fourth quarter performance in our China business as a result of increased distributor inventory levels and lower replenishment orders. Our direct-to-consumer channel revenues increased $3.6 million, or 3.0%, primarily due to increased traffic during the year and the addition of 38 company-operated stores since December 31, 2013 as we focus on high-traffic, outlet locations partially offset by a 4.6% decrease in comparable store sales. The closure of 70 underperforming company-operated stores and temporary locations since December 31, 2013 did not have an unfavorable impact on revenues.

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During the year ended December 31, 2014, segment operating income decreased $32.9 million, or 40.8%, compared to 2013 primarily related to:

(i) an increase of $15.7 million, or 12.6%, in selling, general and administrative expenses due to an increase in reserves for doubtful accounts as a result of delayed payments from distributors in China and Southeast Asia and an increase in sales expenses, that was partially offset by a reduction of employee expenses related to the reduction of retail locations;

(ii) a decrease in segment gross margins of $10.1 million, or 4.9%, primarily related to an increase of $4.0 million of inventory written off related to obsolete inventory including raw materials, footwear and other accessories;

(iii) $6.8 million in restructuring charges related to severance and store closure costs;

(iv) a $3.5 million unfavorable impact from foreign currency fluctuations primarily related to costs of sales; and

(v) a $2.6 million increase in retail asset impairment charges related to the long-lived assets.

Japan Operating Segment. During the year ended December 31, 2014, revenues from our Japan segment decreased $11.4 million, or 8.5%, compared to 2013 primarily due to a 11.7% decrease in average footwear selling price and a $8.6 million unfavorable impact from foreign currency fluctuations that was partially offset by a 1.1% increase in footwear units sold. During the year ended December 31, 2014, we realized revenue declines primarily in the wholesale channel which decreased $10.7 million, or 11.9%, compared to 2013. This decrease was mainly due to a soft wholesale market and slow sell-through of inventory as a result of macroeconomic declines leading to lower average footwear selling prices. In addition, our direct-to-consumer channel revenues slightly decreased $0.7 million, or 1.9%, compared to 2013 primarily due to a 4.8% decrease in comparable stores sales which was partially offset by the addition of five retail locations (net of store closures) since December 31, 2013. During the year ended December 31, 2014, segment operating income decreased $10.2 million, or 27.1%, compared to the same period in 2013 primarily related to:

(i) a decrease in segment gross margins of $11.7 million, or 15.6%, primarily related to higher material costs as a result of product costs being tied to the U.S. Dollar;

(ii) a $0.8 million unfavorable impact from foreign currency fluctuations primarily related to revenue; and

(iii) Partially offsetting these negative impacts to operating income was a decrease of $1.7 million, or 4.5%, in selling, general and administrative expenses.

Europe Operating Segment. During the year ended December 31, 2014, revenues from our Europe segment increased $17.3 million, or 8.0%, compared to 2013 primarily due to a 15.1% increase in footwear units sold, which was partially offset by a 8.8% decrease in average footwear unit selling price. This contrasting increase in average footwear units sold and decrease in average footwear unit selling price is primarily related to discounting on certain products during the first half of the year in our wholesale channel. In addition to sales metrics, our Europe segment realized a $1.2 million unfavorable impact from foreign currency fluctuations driven by the weakening of the Russian Ruble against the U.S. Dollar. During the year ended December 31, 2014, we realized revenue growth in the region in the wholesale and retail channels compared to 2013. Our wholesale channel revenue increased $16.3 million, or 12.5%, primarily due to the expansion in our number of wholesale doors and strong sales performance throughout the region. Our direct-to-consumer channel revenues increased $1.8 million, or 3.1%, primarily due to the 0.7% increase in comparable store sales and a 4.3% increase

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in the average footwear unit selling price. During the year ended December 31, 2014, segment operating income increased $8.3 million, or 51.4%, compared to 2013 primarily related to:

(i) a decrease to asset impairments of $4.9 million;

(ii) a decrease of 4.4 million, or 4.8%, in selling, general and administrative expenses;

(iii) an increase in gross margin of $3.0 million, or 2.6%; and

(iv) a $3.9 million restructuring charge related to severance and store closures, which partially offset the above increases.

Comparison of the Years Ended December 31, 2013 and 2012 by Segment

The following tables set forth information related to our reportable operating business segments for the years ended December 31, 2013 and 2012:

	Year Ended December 31,		Change		Constant Currency Change(4)	
($ thousands)	2013	2012	$	%	$	%
Revenues:						
Americas	$ 498,552	$ 495,852	$ 2,700	0.5%	$ 6,488	1.3%
Asia Pacific	342,752	292,846	49,906	17.0	49,328	16.8
Japan	134,863	164,565	(29,702)	(18.0)	453	0.3
Europe	216,259	169,464	46,795	27.6	42,544	25.1
Total segment revenues	1,192,426	1,122,727	69,699	6.2	98,813	8.8
Other businesses	254	574	(320)	(55.7)	(325)	(56.6)
Total consolidated revenues	$ 1,192,680	$ 1,123,301	$ 69,379	6.2%	$ 98,488	8.8%
Operating income (loss):						
Americas	$ 61,894	$ 85,538	$ (23,644)	(27.6)%	$ (24,364)	(28.5)%
Asia Pacific	80,693	74,535	6,158	8.3	5,419	7.3
Japan	37,560	66,293	(28,733)	(43.3)	(20,324)	(30.7)
Europe	16,192	21,678	(5,486)	(25.3)	(5,359)	(24.7)
Total segment operating income	196,339	248,044	(51,705)	(20.8)	(44,628)	(18.0)
Other businesses(1)	(20,811)	(10,805)	(10,006)	92.6	(9,756)	90.3
Intersegment eliminations	61	60	1	1.7	1	0.9
Unallocated corporate and other(2)	(112,494)	(91,125)	(21,369)	23.5	(21,242)	23.3
Total consolidated operating income(3)	$ 63,095	$ 146,174	$ (83,079)	(56.8)%	$ (75,625)	(51.7)%
Foreign currency transaction losses, net	4,678	2,500	2,178	87.1		
Interest income	(2,432)	(1,697)	(735)	43.3		

Interest expense		1,016		837		179	21.4
Other income, net		(126)		(1,014)		888	(87.6)
Income before income taxes	$	59,959	$	145,548	$	(85,589)	(58.8)%

(1) During the year ended December 31, 2013, operating losses of Other businesses increased $10.0 million compared to 2012, primarily due to a $9.7 million decrease in gross margin as a result of increased cost of sales and a $0.3 million increase in selling, general and administrative expenses.

(2) Includes a corporate component consisting primarily of corporate support and administrative functions, costs associated with share-based compensation, research and development, brand

marketing, legal, depreciation on corporate and other assets not allocated to operating segments and costs of the same nature of certain corporate holding companies. For the year ended December 31, 2013, operating losses of Unallocated corporate and other expenses increased $21.4 million compared to 2012, primarily due to a $23.0 million increase in selling, general and administrative costs as a result of increased labor charges including variable and stock compensation as well as the normalization of 2012 headcount increases and increased professional services expenses related to the implementation of our ERP system. This increase of selling, general and administrative expenses was partially offset by a $1.6 million decrease in cost of sales primarily related to decreases in variable overhead and freight expenses.

(3) Please refer to our Results of Operations to reconcile total consolidated operating income to net income as segment information does not have an effect on values below total consolidated operating income.

(4) Reflects year-over-year change as if the current period results were in "constant currency," which is a non-GAAP financial measure. See "Non-GAAP Financial Measures" above for more information.

Americas Operating Segment. During the year ended December 31, 2013, revenues from our Americas segment increased $2.7 million, or 0.5%, compared to 2012 primarily due to a 5.0% increase in average footwear selling price. This increase was partially offset by a 2.6% decrease in footwear units sold and $3.8 million unfavorable impact from foreign currency fluctuations driven by weakening of the Brazilian Real against the U.S. Dollar. During the year ended December 31, 2013, revenue growth for the region was realized primarily in the retail channel which increased $6.2 million, or 3.2%, and in the wholesale channel which increased $3.1 million, or 1.3% compared to 2012. The increase in retail channel revenue is predominately driven by the disciplined expansion of our retail presence, which included the opening of 17 company-operated stores (net of closures) during the year. Despite the advancement of our retail presence in the Americas segment and increased retail channel revenues, we experienced a decrease in comparable store sales of 5.8% on a constant currency basis. This decrease was primarily the result of weakness in consumer confidence in the region as lingering effects of recessionary traffic and spending continue to impact retail markets. Despite the slight increase in wholesale channel revenues on a year-over-year basis, we faced challenges in the region due to lower than anticipated at-once sales as a result of wholesale accounts remaining lean on inventory. In addition, we were impacted by economic and market conditions in Latin America as our revenue was constrained due to import restrictions and lower market demand. These increases in retail and wholesale channel revenues during the year ended December 31, 2013 were partially offset by our internet channel which decreased $6.6 million, or 10.5%, compared to 2012. This decrease was attributable to decreased internet traffic and conversion rates throughout the year. During the year ended December 31, 2013, segment operating income decreased $23.6 million, or 27.6%, compared to 2012 driven predominately by:

(i) a $18.4 million, or 11.3%, increase in selling, general and administrative expenses as a result of the continued expansion of our retail channel, increased marketing efforts and a non-recurring net expense of $6.1 million related to the resolution of a statutory tax audit in Brazil;

(ii) retail asset impairment charges of $3.9 million related to certain underperforming locations;

(iii) a non-recurring write-off of $3.4 million related to obsolete inventory including raw materials, footwear and other accessories; and

(iv) a decrease in segment gross margins of 1.6%, or 80 basis points.

Partially offsetting this decrease were the revenue increases noted above and a $0.7 million favorable impact from foreign currency fluctuations.

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Asia Pacific Operating Segment. During the year ended December 31, 2013, revenues from our Asia Pacific segment increased $49.9 million, or 17.0%, compared to 2012 primarily due to a 14.1% increase in footwear units sold, a 3.0% increase in average footwear selling price and a $0.6 million favorable impact from foreign currency fluctuations. Although our leading footwear model in terms of sales in the Asia Pacific region continues to be our traditional clog, the increase in footwear units sold and average footwear selling price was driven mainly through other footwear styles such as our mary-jane, flip-flop and loafer. During the year ended December 31, 2013, we realized revenue growth for the region in all three channels compared to 2012. Our wholesale channel revenue increased $31.8 million, or 17.6%, primarily due to the expansion of our wholesale doors and the continued support from existing customers. Our direct-to-consumer channel revenues increased $18.1 million, or 16.2%, primarily due to our continued focus on and the disciplined expansion of our retail channel as we opened 35 company-operated stores (net of store closures) during the year combined with an increase in comparable store sales of 6.9% on a constant currency basis. During the year ended December 31, 2013, segment operating income increased $6.2 million, or 8.3%, compared to 2012 driven predominately by the revenue increases noted above and a $0.7 million favorable impact from foreign currency fluctuations. Partially offsetting this increase were the following:

(i) a $21.2 million, or 20.5%, increase in selling, general and administrative expenses as a result of the continued expansion of our retail channel, increased salaries and wages as we added approximately 40 full-time employees to our growing Asia Pacific business and increased marketing efforts;

(ii) retail asset impairment charges of $0.2 million related to certain underperforming locations; and

(iii) a decrease in segment gross margins of 1.3%, or 80 basis points.

Japan Operating Segment. During the year ended December 31, 2013, revenues from our Japan segment decreased $29.7 million, or 18.0%, compared to 2012 primarily due to $30.2 million unfavorable impact from foreign currency fluctuations as a result of recent decreases in the value of the Japanese Yen to the U.S. Dollar stemming from political and macroeconomic challenges in the region, which led to a 21.0% decrease in footwear selling price. This decrease was partially offset by a 4.8% increase in footwear units sold. During the year ended December 31, 2013, revenue underperformance was realized primarily in the wholesale channel which decreased $27.0 million, or 23.0%, compared to 2012. This decrease was mainly due to a soft wholesale market and slow sell-through of inventory as a result of macroeconomic declines. Our direct-to-consumer channel revenues decreased $2.7 million, or 5.8%, primarily due to a decrease in comparable store sales growth of 15.0% on a constant currency basis. Despite current macroeconomic conditions in Japan, we continue to expand our retail channel in the region as we opened nine company-operated stores (net of store closures) during the year in anticipation of an economic recovery. During the year ended December 31, 2013, segment operating income decreased $28.7 million, or 43.3%, compared to 2012 driven predominately by a the revenue decreases noted above, a $8.4 million unfavorable impact from foreign currency fluctuations and a decrease in segment gross margins of 12.6%, or 800 basis points. Partially offsetting this decrease was a $0.9 million, or 2.3%, decrease in selling, general and administrative expenses.

Europe Operating Segment. During the year ended December 31, 2013, revenues from our Europe segment increased $46.8 million, or 27.6%, compared to 2012 primarily due to a 41.9% increase in footwear units sold and a $4.3 million favorable impact from foreign currency fluctuations driven by strengthening of the Euro against the U.S. Dollar. This increase was partially offset by a 9.9% decrease in average footwear selling price. Our traditional clog continues to generate the majority of our footwear sales in Europe, making up approximately 70.3% of total footwear unit sales during the year; however, we did experience marked improvement in the sales of other footwear models during the year including boots and flip-flops. During the year ended December 31, 2013, we realized revenue growth for the region in all three channels compared to 2012 as we experienced noticeable improvement in the macroeconomic environment in Europe. Our retail channel revenue increased $23.5 million, or 66.9%, primarily due to our continued focus on and the disciplined expansion of our retail channel as we opened 21 company-operated stores (net of store closures) during the year combined with an increase in comparable store sales growth of 2.4% on a constant currency basis. Our wholesale channel revenue increased $20.3 million, or 18.3%, primarily due to the expansion in our number of wholesale doors leading to improved backlog sales and at-once orders. Our internet channel revenue increased $3.1 million, or 13.1%, primarily due to increased internet traffic and our promotional focus. During the year ended December 31, 2013, segment operating income decreased $5.5 million, or 25.3%, compared to 2012 driven predominately by:

(i) a $26.8 million, or 41.5%, increase in selling, general and administrative expenses as a result of the continued expansion of our retail channel and a non-recurring legal contingency accrual of $5.7 million related to on-going litigation;

(ii) retail asset impairment charges of $6.9 million related to certain underperforming locations;

(iii) a goodwill impairment charge of $0.3 million related to our acquisition of Benelux in 2012; and

(iv) a $0.1 million unfavorable impact from foreign currency fluctuations.

Partially offsetting this decrease were the revenue increases noted above and an increase in segment gross margins of 3.9%, or 200 basis points.

Liquidity and Capital Resources

Cash Flows and Working Capital

During the year ended December 31, 2014, cash and cash equivalents decreased $49.6 million, or 15.6%, to $267.5 million compared to $317.1 million at December 31, 2013. The primary driver of this decrease is the repurchase of $145.9 million of our common stock associated with Board authorized repurchases including related commission charges under our publicly-announced repurchase plan, strategic reinvestments into the business including $46.9 million in capital spend primarily related to our ERP system implementation, dividend payments of $11.3 million on our Series A Preferred Stock, of which $3.1 million was recorded as dividends payable and prepaid dividends as of December 31, 2014, and debt payments, including principal and interest, of $5.5 million related to long-term bank borrowings. Partially offsetting these decreases was the $182.2 million in net cash proceeds from our sale of our Series A Preferred Stock.

Cash used by operations was $11.7 million for the year ended December 31, 2014 compared to cash provided by operations of $83.5 million for the year ended December 31, 2013. This decrease was primarily driven by the change in working capital accounts year over year which accounted for $66.4 million of our cash used by operating activities. During the year ended December 31, 2014, we paid $33.7 million in cash related to taxes that were accrued for as of December 31, 2013, which accounted for half of this change.

Working Capital

As of December 31, 2014, accounts receivable decreased $3.2 million compared to December 31, 2013. During the year ended December 31, 2014, we recorded a reserve for doubtful accounts of $11.5 million in our Asia Pacific segment primarily as a result of delayed payments from our partner stores in China and Southeast Asia. Inventory increased $8.7 million primarily due to increased finished goods, offset by the write-off of obsolete inventory and a decrease in raw materials. As of December 31, 2014, other long-term assets decreased by approximately $27.7 million primarily due to

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the decrease in derivative instruments recorded on our balance sheet, as no such instruments were outstanding as of December 31, 2014.

As of December 31, 2014, accounts payable decreased $14.5 million compared to December 31, 2013. As a result of the January 2015 implementation of our new ERP system, we accelerated payments of our outstanding payables in late 2014 to accommodate the transition. Accrued liabilities decreased $16.9 million compared to December 31, 2013 primarily due to lower accrued legal fees, customer deposits and sales taxes payable. These decreases were offset by the accrual of $3.1 million of dividends payable related to the Series A preferred stock.

We anticipate our cash flows from operations will be sufficient to meet the ongoing needs of our business for the next twelve months. In order to provide additional liquidity in the future and to help support our strategic goals, we have a revolving credit facility with a syndicate of lenders, including PNC Bank, National Association ("PNC") as lead lender, which currently provides us with up to $100.0 million in borrowing capacity and matures in December 2017 (see *Revolving Credit Facility* below). Additional future financing may be necessary and there can be no assurance that, if needed, we will be able to secure additional debt or equity financing on terms acceptable to us or at all.

Sale of Preferred Stock

On December 28, 2013, we entered into, and on January 27, 2014, we closed on an investment agreement with Blackstone, whereby we sold them 200,000 shares of the Company's Series A Preferred Stock for $182.2 million of net proceeds. The Series A Preferred Stock has a par value $0.001 per share, with an aggregate stated value of $200.0 million, or $1,000 per share, and an aggregate purchase price of $198.0 million, or $990 per share.

The Series A Preferred Stock ranks senior to our common stock with respect to dividend rights and rights on liquidation, winding-up and dissolution. Holders of Series A Preferred Stock are entitled to cumulative dividends payable quarterly in cash at a rate of 6% per annum as well as any dividends declared or paid on our common stock and are entitled to vote together with the holders of common stock on an as-converted basis. As of December 31, 2014, accrued dividends were $3.1 million, which were paid to Blackstone on January 2, 2015.

The Series A Preferred Stock has several conversion features as well as redemption rights. The conversion rate is subject to customary anti-dilution and other adjustments subject to certain share caps and other restrictions. As of December 31, 2014, the Blackstone investment, on an as converted to common stock basis, represented approximately 14.9% of our outstanding common stock. We intend to continue to use the net proceeds, as well as excess cash, to fund the repurchase of our common stock pursuant to the $350.0 million stock repurchase authorization approved by the Board discussed further below. We believe this investment provides an opportunity to drive shareholder value and refine the strategic direction of the business.

Stock Repurchase Plan Authorizations

We continue to evaluate options to maximize the returns on our cash and to maintain an appropriate capital structure, including, among other alternatives, repurchases of our common stock.

On December 26, 2013, the Board approved the repurchase of up to $350.0 million of our common stock, subject to certain restrictions on repurchases under our revolving credit facility. This replaced all of our existing stock repurchase authorizations. The number, price, structure and timing of the repurchases will be at our sole discretion and future repurchases will be evaluated by us depending on market conditions, liquidity needs and other factors. Share repurchases may be made in the open market or in privately negotiated transactions. The repurchase authorization does not have an expiration date and does not oblige us to acquire any particular amount of our common stock. The Board may suspend, modify or terminate the repurchase program at any time without prior notice.

During the year ended December 31, 2014, we repurchased approximately 10.6 million shares at an average price of $13.75 for an aggregate price of approximately $145.6 million excluding related commission charges, under a publicly-announced repurchase plan.

As of December 31, 2014, subject to certain restrictions on repurchases under our revolving credit facility, we had $202.1 million of our common shares available for repurchase under the repurchase authorizations.

Revolving Credit Facility

On September 25, 2009, we entered into a Revolving Credit and Security Agreement, as amended, with the lenders named therein and PNC Bank, National Association ("PNC"), as a lender and administrative agent for the lenders. On December 16, 2011, we entered into an Amended and Restated Credit Agreement (as amended, the "Credit Agreement"), and on December 27, 2013, we entered into the Third Amendment to Amended and Restated Credit Agreement (the "Third Amendment"). The Third Amendment, among other things, (i) allowed for the payment of dividends on the Series A Convertible Preferred Stock ("Series A Preferred Stock"), (ii) permitted the Company to have greater flexibility to repurchase its Common Stock, (iii) decreased the maximum leverage ratio from 3.50 to 1.00 to 3.25 to 1.00, and (iv) amended certain definitions of the financial covenants to become more favorable to the Company. See Note 14 Series A Preferred Stock for further details regarding the payment of dividends on the Series A Preferred Stock. On March 27, 2014, we entered into the Fourth Amendment to Amended and Restated Credit Agreement (the "Fourth Amendment"). The Fourth Amendment primarily (i) altered the minimum fixed charge coverage ratio from 1.25 to 1.00 to a scaled quarterly ratio of 1.15 to 1.00 in the first and second quarters of 2014, 1.20 to 1.00 in the third quarter of 2014, and (ii) amended certain definitions of the financial covenants to become more favorable to us.

On September 26, 2014, we entered into the Fifth Amendment to Amended and Restated Credit Agreement (the "Fifth Amendment"), pursuant to which certain terms of the Credit Agreement were amended. The Fifth Amendment primarily (i) extended the minimum fixed charge coverage ratio of 1.15 to 1.00 through the second quarter of 2015 and will return to 1.25 to 1.00 for each quarter thereafter, and (ii) amended certain definitions of the financial covenants to become more favorable to us.

The Credit Agreement enables us to borrow up to $100.0 million, with the ability to increase commitments to up to $125.0 million subject to certain conditions, and is currently set to mature on December 16, 2017. The Credit Agreement is available for working capital, capital expenditures, permitted acquisitions, reimbursement of drawings under letters of credit, and permitted dividends, distributions, purchases, redemptions and retirements of equity interests. Borrowings under the Credit Agreement are secured by all of our assets including all receivables, equipment, general intangibles, inventory, investment property, subsidiary stock and intellectual property. Borrowings under the Credit Agreement bear interest at a variable rate. For domestic rate loans, the interest rate is equal to the highest of (i) the daily federal funds open rate as quoted by ICAP North America, Inc. plus 0.5%, (ii) PNC's prime rate and (iii) a daily LIBOR rate plus 1.0%, in each case there is an additional margin ranging from 0.25% to 1.00% based on certain conditions. For LIBOR rate loans, the interest rate is equal to a LIBOR rate plus a margin ranging from 1.25% to 2.00% based on certain conditions. The Credit Agreement requires monthly interest payments with respect to domestic rate loans and at the end of each interest period with respect to LIBOR rate loans. The Credit Agreement further provides for a limit on the issuance of letters of credit to a maximum of $20.0 million. The Credit

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Agreement contains provisions requiring us to maintain compliance with certain restrictive and financial covenants.

As of December 31, 2014 and 2013, we had no outstanding borrowings under the Credit Agreement. As of December 31, 2014 and 2013, we had issued and outstanding letters of credit of $1.8 million and $7.2 million, respectively, which were reserved against the borrowing base under the terms of the Credit Agreement. During the years ended December 31, 2014, 2013 and 2012, we capitalized $0.1 million, $0.1 million and $0.5 million, respectively, in fees and third party costs which were incurred in connection with the Credit Agreement, as deferred financing costs. As of December 31, 2014, we were in compliance with all restrictive financial and other covenants under the Credit Agreement.

Long-term Bank Borrowings

On December 10, 2012, we entered into a Master Installment Payment Agreement ("Master IPA") with PNC Bank National Association ("PNC") in which PNC will finance the Company's purchase of software and services, which may include but are not limited to third-party costs to design, install and implement software systems, and associated hardware described in the schedules defined within the Master IPA. This agreement was entered into to finance the recent implementation of a new enterprise resource planning ("ERP") system which began in October 2012 and is estimated to continue through early 2015. The terms of the agreement consist of variable interest rates and payment terms based on amounts borrowed and timing of activity throughout the implementation of the ERP system.

As of December 31, 2014 and 2013, we had $11.6 million and $16.8 million, respectively, of long-term debt outstanding under five separate notes payable, of which $5.3 million and $5.1 million, respectively, represent current installments. As of December 31, 2014, the notes bear interest rates ranging from 2.45% to 2.79% and maturities ranging from September 2016 to September 2017. As this debt arrangement relates solely to the construction and implementation of an ERP system for our use, all interest expense incurred under the arrangement has been capitalized to the consolidated balance sheets until the assets are ready for their intended use and will be amortized over the useful life of the software starting on that date. During the year ended December 31, 2014 and 2013, we capitalized $0.4 million and $0.3 million, respectively, in interest expense related to this debt arrangement to the consolidated balance sheets. Interest rates and payment terms are subject to changes as further financing occurs under the Master IPA.

Capital Assets

During the year ended December 31, 2014, net capital assets acquired, inclusive of intangible assets, were $57.0 million compared to $68.8 million during the same period in 2013. The increase is primarily due to decreased capital spend in our retail channel as we begin to close or convert locations partially offset by a large increase in the capitalization of our ERP implementation costs.

We have entered into various operating leases that require cash payments on a specified schedule. Over the next five years we are committed to make payments of approximately $241.6 million related to our operating leases. We plan to continue to enter into operating leases related to our retail stores; however, we plan to reduce our overall retail footprint in 2015. We also continuously evaluate cost reduction opportunities. Our evaluation of cost reduction opportunities includes assessments of sponsorship contracts, operating lease contracts and other contracts that require future minimum payments resulting in fixed operating costs. Any changes to these contracts may require early termination fees or other charges that could result in significant cash expenditures.

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Repatriation of Cash

As we are a global business, we have cash balances which are located in various countries and are denominated in various currencies. Fluctuations in foreign currency exchange rates impact our results of operations and cash positions. Future fluctuations in foreign currencies may have a material impact on our cash flows and capital resources. Cash balances held in foreign countries may have additional restrictions and covenants associated with them which could adversely impact our liquidity and our ability to timely access and transfer cash balances between entities.

We generally consider unremitted earnings of subsidiaries operating outside of the U.S. to be indefinitely reinvested; however, our Board has approved a foreign cash repatriation strategy. As part of this strategy, we repatriated approximately $106.0 million during the year ended December 31, 2014 for which income taxes have already been accrued or paid. Further cash repatriation will depend on future cash requirements in the U.S. We maintain approximately $65.8 million of foreign earnings for which tax has previously been provided, and which has not been repatriated at this time.

Most of the cash balances held outside of the U.S. could be repatriated to the U.S., but under current law, would be subject to U.S. federal and state income taxes less applicable foreign tax credits. In some countries, repatriation of certain foreign balances is restricted by local laws and could have adverse tax consequences if we were to move the cash to another country. Certain countries have monetary laws which may limit our ability to utilize cash resources in those countries for operations in other countries. These limitations may affect our ability to fully utilize our cash resources for needs in the U.S. or other countries and could adversely affect our liquidity. As of December 31, 2014, we held $247.6 million of our total $267.5 million in cash in international locations. This cash is primarily used for the ongoing operations of the business in the locations in which the cash is held. Of the $247.6 million, $10.8 million could potentially be restricted, as described above. If the remaining $236.8 million were to be immediately repatriated to the U.S., we would be required to incur approximately $39.0 million in taxes that were not previously provided for in our consolidated statement of operations.

Contractual Obligations

In December 2011, we renewed and amended our supply agreement with Finproject S.p.A. (formerly known as Finproject s.r.l.), which provides us the exclusive right to purchase certain raw materials used to manufacture our products. The agreement also provides that we meet minimum purchase requirements to maintain exclusivity throughout the term of the agreement, which expires December 31, 2016. Historically, the minimum purchase requirements have not been onerous and we do not expect them to become onerous in the future. Depending on the material purchased, pricing was either based on contracted price or was subject to quarterly reviews and fluctuates based on order volume, currency fluctuations and raw material prices. Pursuant to the agreement, we guarantee the payment for certain third-party manufacturer purchases of these raw materials up to a maximum potential amount of €3.5 million (approximately $4.3 million as of December 31, 2014), through a letter of credit that was issued to Finproject S.p.A.

During 2015, we currently estimate additional restructuring costs related to store closures and changes in organizational structure of approximately $5 million to $20 million, but can make no assurance that actual costs will not differ, as our restructuring plans are not yet complete.

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The following table summarizes aggregate information about our significant contractual cash obligations as of December 31, 2014:

		Payments due by period			
($ thousands)	Total	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years
Operating lease obligations(1)	$ 356,693	$ 78,724	$ 99,133	$ 63,770	$ 115,066
Inventory purchase obligations with third-party manufacturers(2)	202,289	202,289			
Dividends payable(3)	87,766	11,900	24,000	24,000	27,866
Other contracts(4)	37,176	13,620	21,494	2,062	
Debt obligations(5)(9)	12,034	5,739	6,295		
Minimum licensing royalties(6)	5,346	2,748	1,755	843	
Estimated liability for uncertain tax positions(7)	813		813		
Capital lease obligations(8)(9)	33	27	5	1	
Total	$ 702,150	$ 315,047	$ 153,495	$ 90,676	$ 142,932

(1) Our operating lease obligations consist of leases for retail stores, offices, warehouses, vehicles, and equipment expiring at various dates through 2033. This balance represents the minimum cash commitment under contract to various third parties for operating lease obligations including the effect of rent escalation clauses and deferred rent and minimum sublease rentals due in the future under non-cancelable subleases. This balance does not include certain contingent rent clauses that may require additional rental amounts based on sales volume, inventories, etc. as these amounts are not determinable for future periods.

(2) Our inventory purchase obligations with third party manufacturers consist of open purchase orders for footwear products and include an immaterial amount of purchase commitments with certain third-party manufacturers for yet-to-be-received finished product where title passes to us upon receipt. All purchase obligations with third party manufacturers are expected to be paid within one year.

(3) Dividends payable are associated with our Series A Preferred Stock at a rate of 6.0% of the stated value of the stock. The amounts represent expected dividend payments over the eight year redemption accretion period.

(4) Other contracts consist of various agreements with third-party providers.

(5) We have entered into an agreement with PNC to finance the purchase of software and services related to the implementation of our new ERP system, which began in October 2012 and is expected to continue into early 2015. Our current debt obligations consist of five separate notes issued under the agreement, which bear interest rates ranging from 2.45% to 2.79% and maturities ranging from September 2016 to September 2017. We will continue to finance the ERP implementation on an as needed basis through this agreement. Interest rates and payment terms are subject to change as further financing occurs.

(6) Our minimum licensing royalties consist of usage-based payments for the right to use various licenses, trademarks and copyrights in the production of our footwear, apparel and accessories. Royalty obligations are based on minimum guarantees under contract; however, may include additional royalty obligations based on sales volume that are not determinable for future periods.

(7) Our estimated liability for uncertain tax positions are unrecognized tax benefits taken in our income tax return that would reduce our effective tax rate, if recognized. As of December 31, 2014, we had gross unrecognized tax benefits recorded in non-current liabilities of $8.4 million and

an additional $0.8 million in gross interest and penalties. We released $4.9 million of interest due to settlements of prior year positions, lapse of statute of limitations and change in uncertainty. Of the $8.4 million, we expect approximately $0.8 million to be paid within less than a year. Of the remaining $7.6 million uncertain tax liabilities, we are unable to make a reasonable estimate of the timing of payments in individual years and therefore, such amounts are not included in the contractual obligation table above.

(8) Our capital lease obligations consist of leases for office equipment expiring at various dates through 2016. This balance represents the minimum cash commitment under contract to various third-parties for capital lease obligations.

(9) Amounts include anticipated interest payments.

Off-Balance Sheet Arrangements

We had no material off-balance sheet arrangements as of December 31, 2014.

Critical Accounting Policies and Estimates

General

Our discussion and analysis of financial condition and results of operations, outside of discussions regarding constant currency and non-GAAP financial measures, is based on the consolidated financial statements which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities and contingencies as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. We evaluate our assumptions and estimates on an on-going basis. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The following discussion pertains to accounting policies management believes are most critical to the portrayal of our financial condition and results of operations as well as the accounting policies that management considers subjective.

Reserves for Uncollectible Accounts Receivable. We make ongoing estimates related to the collectability of our accounts receivable and maintain a reserve for estimated losses resulting from the inability of our customers to make required payments. Our estimates are based on a variety of factors, including the length of time receivables are past due, economic trends and conditions affecting our customer base, significant non-recurring events and historical write-off experience. Specific provisions are recorded for individual receivables when we become aware of a customer's inability or unwillingness to meet its financial obligations. Because we cannot predict future changes in the financial stability of our customers, actual future losses from uncollectible accounts may differ from our estimates and we may experience changes in the amount of reserves we recognize for accounts receivable that we deem uncollectible. If the financial condition of some of our customers were to deteriorate, resulting in their inability to make payments, a larger reserve might be required. In the event we determine that a smaller or larger reserve is appropriate, we would record a credit or a charge to selling, general and administrative expenses in the period in which we made such a determination.

Sales Returns, Allowances and Discounts. We record reductions to revenue for estimated customer returns, allowances and discounts. Our estimated sales returns and allowances are based on customer return history and actual outstanding returns yet to be received. Provisions for customer specific discounts based on contractual obligations with certain major customers are recorded as reductions to

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net sales. We may accept returns from our wholesale and distributor customers on an exception basis at the sole discretion of management for the purpose of stock re-balancing, to ensure that our products are merchandised in the proper assortments. Additionally, at the sole discretion of management, we may provide markdown allowances to key wholesale and distributor customers to facilitate the "in-channel" markdown of products where we have experienced less than anticipated sell-through. We also record reductions to revenue for estimated customer credits as a result of price mark-downs in certain markets. Fluctuations in our estimates for sales returns, allowances and discounts may be caused by many factors, including, but not limited to, fluctuations in our sales revenue and changes in demand for our products. Our judgment in determining these estimates is impacted by various factors including customer acceptance of our new styles, customer inventory levels, shipping delays or errors, known or suspected product defects, the seasonal nature of our products and macroeconomic factors affecting our customers. Because we cannot predict or control certain of these factors, the actual amounts of customer returns and allowances may differ from our estimates.

Inventory Valuation. Inventories are valued at the lower of cost or market. Inventory cost is determined using the moving average cost method. At least annually, or more frequently if events and circumstances indicate fair value is less than carrying value, we evaluate our inventory for possible impairment using standard categories to classify inventory based on the degree to which we believe that the products may need to be discounted below cost to sell within a reasonable period. We base inventory fair value on several subjective and unobservable assumptions including estimated future demand and market conditions and other observable factors such as current sell-through of our products, recent changes in demand for our product, shifting demand between the products we offer, global and regional economic conditions, historical experience selling through liquidation and "off-price" channels and the amount of inventory on hand. If the estimated inventory fair value is less than its carrying value, the carrying value is adjusted to market value and the resulting impairment charge is recorded in cost of sales on the consolidated statements of operations. The ultimate results achieved in selling excess and discontinued products in future periods may differ significantly from management's fair value estimates. See Note 2 Inventories in the accompanying notes to the consolidated financial statements for additional information regarding inventory.

Impairment of Long-Lived Assets. We test long-lived assets to be held and used for impairment when events or circumstances indicate the carrying value of a long-lived asset may not be fully recoverable. Events that may indicate the impairment of a long-lived asset (or asset group, as defined below) include: (i) a significant decrease in its market price, (ii) a significant adverse change in the extent or manner in which it is being used or in its physical condition, (iii) a significant adverse change in legal factors or business climate that could affect its value, including an adverse action or assessment by a regulator, (iv) an accumulation of costs significantly in excess of the amount originally expected for its acquisition or construction, (v) its current period operating or cash flow losses combined with historical operating or cash flow losses or a forecast of its cash flows demonstrate continuing losses associated with its use, and (vi) a current expectation that, more likely than not, it will be sold or otherwise disposed of significantly before the end of its previously estimated useful life. If such facts indicate a potential impairment of a long-lived asset (or asset group), we assess the recoverability by determining if its carrying value exceeds the sum of its projected undiscounted cash flows expected from its use and eventual disposition over its remaining economic life. If the asset is not supported on an undiscounted cash flow basis, the amount of impairment is measured as the difference between its carrying value and its fair value. Assets held for sale are reported at the lower of the carrying amount or fair value less costs to sell. Fair value is determined by independent third-party appraisals, the net present value of expected cash flows, or other valuation techniques as appropriate. Assets to be abandoned or from which no further benefit is expected are written down to zero at the time that the determination is made and the assets are removed entirely from service.

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An asset group is the lowest level of assets and liabilities for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. For assets involved in our retail business, our asset group is at the retail store level. Our estimates of future cash flows over the remaining useful life of the asset group are based on management's operating budgets and forecasts. These budgets and forecasts take into consideration inputs from our regional management related to growth rates, pricing, new markets and other factors expected to affect the business, as well as management's forecasts for inventory, receivables, capital spending, and other cash needs. These considerations and expectations are inherently uncertain, and estimates included in our operating forecasts beyond a three to six month future period are extremely subjective. Accordingly, actual cash flows may differ significantly from our estimated future cash flows.

Impairment charges are driven by, among other things, changes in our strategic operational and financial decisions, global and regional economic conditions, demand for our product and other corporate initiatives which may eliminate or significantly decrease the realization of future benefits from our long-lived assets and result in impairment charges in future periods. Significant impairment charges recognized during a reporting period could have an adverse effect on our reported financial results.

Share-based Compensation. We estimate the fair value of our stock option awards using a Black Scholes valuation model, the inputs of which require various assumptions including the expected volatility of our stock price and the expected life of the option. The expected volatility assumptions are derived using our historical stock price volatility and the historical volatilities of competitors whose shares are traded in the public markets. These assumptions reflect our best estimates, however; they involve inherent uncertainties based on market conditions generally outside of our control. If factors change and we use a different methodology for deriving the Black Scholes assumptions, our share- based compensation expense may differ materially in the future from that recorded in the current period. Additionally, we make certain estimates about the number of awards which will be made under performance based incentive plans. As a result, if other assumptions or estimates had been used, share-based compensation expense could have been materially impacted. Furthermore, if we use different assumptions in future periods, share-based compensation expense could be materially impacted in future periods. See Note 10 Equity in the accompanying notes to the consolidated financial statements for additional information regarding our share-based compensation.

Provisions for Contingencies and Legal Proceedings. We estimate our provision for general contingencies, including potential losses in relation to tax and customs matters and legal proceedings, based on an assessment of the probability of the contingency and accrue if information available indicates that it is probable that a liability has been incurred. When it has been determined that a liability has been incurred, and information available indicates that the estimated amount of loss can be reasonably estimated and/or is within a range of amounts, that amount is accrued for in the consolidated financial statements.

Income Taxes. We account for income taxes using the asset and liability method which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of other assets and liabilities. We provide for income taxes at the current and future enacted tax rates and laws applicable in each taxing jurisdiction. We use a two-step approach for recognizing and measuring tax benefits taken or expected to be taken in a tax return and disclosures regarding uncertainties in income tax positions. The impact of an uncertain tax position that is more likely than not of being sustained upon examination by the relevant taxing authority must be recognized at the largest amount that is more likely than not to be sustained. No portion of an uncertain tax position will be recognized if the position has less than a 50% likelihood of being sustained. Interest expense is recognized on the full amount of deferred benefits for uncertain tax positions. While the validity of any tax position is a

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matter of tax law, the body of statutory, regulatory and interpretive guidance on the application of the law is complex and often ambiguous.

Our annual tax rate is based on our income, statutory tax rates and tax planning opportunities available to us in the various jurisdictions in which we operate. Significant judgment is required in determining our annual tax expense and in evaluating our tax positions. Tax laws require items to be included in our tax returns at different times than when these items are reflected in the consolidated financial statements. As a result, the annual tax rate reflected in our consolidated financial statements is different than that reported in our tax return (our cash tax rate). Some of these differences are permanent, such as expenses that are not deductible in our tax return, and some differences reverse over time, such as depreciation expense. These timing differences create deferred tax assets and liabilities. Deferred tax assets and liabilities are determined based on temporary differences between the financial reporting and tax basis of assets and liabilities. The tax rates used to determine deferred tax assets or liabilities are the enacted tax rates in effect for the year in which the differences are expected to reverse. Based on an evaluation of all available information, we recognize future tax benefits, such as net operating loss carryforwards, to the extent that realizing these benefits is considered more likely than not.

We evaluate our ability to realize the tax benefits associated with deferred tax assets by analyzing our forecasted taxable income using both historical and projected future operating results, the reversal of existing temporary differences, taxable income in prior carry back years (if permitted) and the availability of tax planning strategies. A valuation allowance is required to be established unless management determines that it is more likely than not that we will ultimately realize the tax benefit associated with a deferred tax asset. Undistributed earnings of a subsidiary are accounted for as a temporary difference, except that deferred tax liabilities are not recorded for undistributed earnings of a foreign subsidiary that are deemed to be indefinitely reinvested in the foreign jurisdiction. We have operated under a specific plan for reinvestment of undistributed earnings of our foreign subsidiaries which demonstrates that such earnings will be indefinitely reinvested in the applicable tax jurisdictions. Should we change our plans, we would be required to record a significant amount of deferred tax liabilities. We recognize interest and penalties related to unrecognized tax benefits within the "Income tax expense" line in the accompanying consolidated statement of operations. Accrued interest and penalties are included within the related tax liability line in the consolidated balance sheets. See Note 12 Income Taxes in the accompanying notes to the consolidated financial statements for additional information regarding our income taxes.

Recent Accounting Pronouncements. See Note 1 Organization and Summary of Significant Accounting Policies in the accompanying notes to the consolidated financial statements for recently adopted and issued accounting pronouncements.

ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

We centrally manage our debt and investment portfolios considering investment opportunities and risks, tax consequences and overall financing strategies. Our exposure to market risk includes interest rate fluctuations in connection with our revolving credit facility and certain financial instruments. In addition to the revolving credit facility, we have incurred short- and long-term indebtedness related to the implementation of our ERP system. Borrowings under these debt instruments bear fixed interest rates and therefore, do not have the potential for market risk.

Borrowings under the revolving credit facility bear interest at a variable rate. For domestic rate loans, the interest rate is equal to the highest of (i) the daily federal funds open rate as quoted by ICAP North America, Inc. plus 0.5%, (ii) PNC's prime rate and (iii) a daily LIBOR rate plus 1.0%, in each case there is an additional margin ranging from 0.25% to 1.00% based on certain conditions. For

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LIBOR rate loans, the interest rate is equal to a LIBOR rate plus a margin ranging from 1.25% to 2.00% based on certain conditions. Borrowings under the revolving credit facility are therefore subject to risk based upon prevailing market interest rates. Interest rates fluctuate as a result of many factors, including governmental monetary and tax policies, domestic and international economic and political considerations and other factors that are beyond our control. As of December 31, 2014, there were no borrowings under the revolving credit facility. During the year ended December 31, 2013, the maximum daily amount borrowed under the revolving credit facility was $5.0 million and the average daily amount of borrowings outstanding was $0.1 million. If the prevailing market interest rates relative to these borrowings increased by 10% during the year ended December 31, 2013, our interest expense would not have increased materially.

We additionally hold cash equivalents including certificate of deposits, time deposits and money market funds. Interest income generated from these cash equivalents will fluctuate with the general level of interest rates. As of December, 2014, we held $23.3 million in cash equivalents subject to variable interest rates. If the prevailing market interest rates relative to these investments increased or decreased by10% during the year ended December 31, 2014, interest income would have increased or decreased by approximately $0.1 million.

Foreign Currency Exchange Risk

As a global company, we have significant revenues and costs denominated in currencies other than the U.S. Dollar. We pay the majority of expenses attributable to our foreign operations in the functional currency of the country in which such operations are conducted and pay the majority of our overseas third-party manufacturers in U.S. Dollars. Our ability to sell our products in foreign markets and the U.S. Dollar value of the sales made in foreign currencies can be significantly influenced by foreign currency fluctuations. Fluctuations in the value of foreign currencies relative to the U.S. Dollar could result in downward price pressure for our products and increase losses from currency exchange rates. An increase or decrease of 1% in value of the U.S. Dollar relative to foreign currencies would have increased or decreased loss before taxes during the year ended December 31, 2014 by approximately $2.1 million. The volatility of the applicable exchange rates is dependent on many factors that cannot be forecasted with reliable accuracy. In the event our foreign sales and purchases increase and are denominated in currencies other than the U.S. Dollar, our operating results may be affected by fluctuations in the exchange rate of currencies we receive for such sales. See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," for a discussion of the impact of foreign exchange rate variances experienced during the years ended December 31, 2014 and 2013.

We transact business in various foreign countries and are therefore exposed to foreign currency exchange rate risk inherent in revenues, costs, and monetary assets and liabilities denominated in non-functional currencies. We have entered into foreign currency exchange forward contracts and currency swap derivative instruments to selectively protect against volatility in the value of non-functional currency denominated monetary assets and liabilities, and of future cash flows caused by changes in foreign currency exchange rates.

The following table summarizes the notional amounts of the outstanding foreign currency exchange contracts at December 31, 2014 and 2013. The notional amounts of the derivative financial instruments shown below are denominated in their U.S. Dollar equivalents and represent the amount of all contracts of the foreign currency specified. These notional values do not necessarily represent amounts

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exchanged by the parties and, therefore, are not a direct measure of our exposure to the foreign currency exchange risks.

($ thousands)	December 31, 2014	December 31, 2013
Foreign currency exchange forward contracts by currency:		
Euro	$ 134,755	$ 38,577
Singapore Dollar	61,887	28,225
Japanese Yen	44,533	68,707
British Pound Sterling	17,230	15,487
South Korean Won	14,590	12,100
Mexican Peso	13,180	18,350
Australian Dollar	7,913	4,941
Chinese Yuan Renminbi	5,376	
South African Rand	4,355	3,076
Indian Rupee	3,356	2,150
New Taiwan Dollar	3,229	3,463
Canadian Dollar	3,005	3,428
Swedish Krona	1,918	1,615
Russian Ruble	1,838	17,588
Norwegian Krone	917	
Hong Kong Dollar	814	1,844
New Zealand Dollar	743	943
Total notional value, net	$ 319,639	$ 220,494
Latest maturity date	January 2015	December 2015

ITEM 8. Financial Statements and Supplementary Data

The consolidated financial statements and supplementary data are as set forth in the index to consolidated financial statements on page F-1.

ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

ITEM 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our senior management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of December 31, 2014 (the "Evaluation Date"). Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that as of the Evaluation Date, our disclosure controls and procedures were effective such that the information relating to us, including our consolidated subsidiaries, required to be disclosed in our Securities and Exchange Commission ("SEC") reports (i) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (ii) is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Management's Annual Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2014, using the criteria set forth in the *Internal Control Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management has concluded that our internal control over financial reporting was effective as of December 31, 2014.

Deloitte & Touche LLP, our independent registered public accounting firm, has issued a report on our internal control over financial reporting, which is included herein.

Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Crocs, Inc.
Niwot, Colorado

We have audited the internal control over financial reporting of Crocs, Inc. and subsidiaries (the Company) as of December 31, 2014, based on criteria established in *Internal Control Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying "Management's Annual Report on Internal Control Over Financial Reporting". Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on the criteria established in *Internal Control Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended

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December 31, 2014 of the Company and our report dated March 2, 2015 expressed an unqualified opinion on those financial statements.

/s/ Deloitte & Touche LLP

Denver, Colorado
March 2, 2015

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PART III

ITEM 10. Directors, Executive Officers and Corporate Governance

The information required by this item is incorporated herein by reference to our definitive proxy statement for the 2015 Annual Meeting of Stockholders to be filed with the SEC within 120 days after December 31, 2014.

Code of Ethics

We have a written code of ethics in place that applies to all our employees, including our principal executive officer, principal financial officer, principal accounting officer and controller. A copy of our business code of conduct and ethics policy is available on our website: www.crocs.com. We are required to disclose certain changes to, or waivers from, our code of ethics for our senior financial officers. We intend to use our website as a method of disseminating any change to, or waiver from, our business code of conduct and ethics policy as permitted by applicable SEC rules.

ITEM 11. Executive Compensation

The information required by this item is incorporated herein by reference to our definitive proxy statement for the 2015 Annual Meeting of Stockholders to be filed with the SEC within 120 days after December 31, 2014.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item is incorporated herein by reference to our definitive proxy statement for the 2015 Annual Meeting of Stockholders to be filed with the SEC within 120 days after December 31, 2014, with the exception of those items listed below.

Securities Authorized for Issuance under Equity Compensation Plans

As shown in the table below, we reserved 3.7 million shares of common stock for future issuance pursuant to exercise of outstanding awards under equity compensation plans as of December 31, 2014.

Plan Category	Number of Securities to be Issued on Exercise of Outstanding Options and Rights	Weighted-average Exercise Price of Outstanding Options(2)	Number of Securities Remaining Available for Future Issuance Under Plans, Excluding Securities Available in First Column
Equity compensation plans approved by stockholders(1)	3,701,089	$ 13.52	3,721,112
Equity compensation plans not approved by stockholders			
Total	3,701,089	$ 13.52	3,721,112

(1) On July 9, 2007, at the annual stockholders' meeting, our stockholders approved the 2007 Equity Incentive Plan (the "2007 Plan"), which previously had been approved by our Board of Directors (the "Board") and which became effective as of July 19, 2007. On June 28, 2011, our stockholders approved an amendment to the 2007 Plan to increase the number of shares of our common stock available for issuance from 9.0 million shares to 15.3 million shares, subject to adjustment for future stock splits, stock dividends and similar changes in our capitalization. On April 27, 2005, our Board adopted the 2005 Equity Incentive Plan (the "2005 Plan"). On January 10, 2006, our Board

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amended the 2005 Plan to increase the number of shares of our common stock available for issuance under the 2005 Plan from 11.7 million shares to 14.0 million shares. Following the adoption of the 2007 Plan, no additional grants were made under the 2005 Plan.

(2) The weighted-average exercise price of outstanding options pertains only to 1.7 million shares issuable on the exercise of outstanding options and rights.

ITEM 13. Certain Relationships and Related Transactions and Director Independence

The information required by this item is incorporated herein by reference to our definitive proxy statement for the 2015 Annual Meeting of Stockholders to be filed with the SEC within 120 days after December 31, 2014.

ITEM 14. Principal Accountant Fees and Services

The information required by this item is incorporated herein by reference to our definitive proxy statement for the 2015 Annual Meeting of Stockholders to be filed with the SEC within 120 days after December 31, 2014.

PART IV

ITEM 15. Exhibits and Financial Statement Schedules

(1) Financial Statements

The financial statements filed as part of this report are listed on the index to the consolidated financial statements on page F-1.

(2) Financial Statement Schedules

All financial statement schedules have been omitted because they are not required, are not applicable or the information is included in the consolidated financial statements or notes thereto.

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(3) Exhibit list

Exhibit Number	Description
3.1	Restated Certificate of Incorporation of Crocs, Inc. (incorporated herein by reference to Exhibit 4.1 to Crocs, Inc.'s Registration Statement on Form S-8, filed on March 9, 2006 (File No. 333-132312)).
3.2	Certificate of Amendment to Restated Certificate of Incorporation of Crocs, Inc. (incorporated herein by reference to Exhibit 3.1 to Crocs, Inc.'s Current Report on Form 8-K, filed on July 12, 2007).
3.3	Amended and Restated Bylaws of Crocs, Inc. (incorporated herein by reference to Exhibit 4.2 to Crocs, Inc.'s Registration Statement on Form S-8, filed on March 9, 2006 (File No. 333-132312)).
3.4	Certificate of Designations of Series A Convertible Preferred Stock of Crocs, Inc. (incorporated herein by reference to Exhibit 3.1 to Crocs, Inc.'s Current Report on Form 8-K, filed on January 27, 2014).
4.1	Specimen Common Stock Certificate (incorporated herein by reference to Exhibit 4.2 to Crocs, Inc.'s Registration Statement on Form S-1/A, filed on January 19, 2006 (File No. 333-127526)).
10.1*	Form of Indemnification Agreement between Crocs, Inc. and each of its directors and executive officers (incorporated herein by reference to Exhibit 10.1 to Crocs, Inc.'s Registration Statement on Form S-1, filed on August 15, 2005 (File No. 333-127526)).
10.2*	Crocs, Inc. 2005 Equity Incentive Plan (the "2005 Plan") (incorporated herein by reference to Exhibit 10.2 to Crocs, Inc.'s Registration Statement on Form S-1, filed on August 15, 2005 (File No. 333-127526)).
10.3*	Amendment No. 1 to the 2005 Plan (incorporated herein by reference to Exhibit 10.2.2 to Crocs, Inc.'s Registration Statement on Form S-1/A, filed on January 19, 2006 (File No. 333-127526)).
10.4*	Form of Notice of Grant of Stock Option under the 2005 Plan (incorporated herein by reference to Exhibit 10.3 to Crocs, Inc.'s Registration Statement on Form S-1, filed on August 15, 2005 (File No. 333-127526)).
10.5*	Form of Notice of Grant of Stock Option for Non-Exempt Employees under the 2005 Plan (incorporated herein by reference to Exhibit 10.4 to Crocs, Inc.'s Registration Statement on Form S-1, filed on August 15, 2005 (File No. 333-127526)).
10.6*	Form of Stock Purchase Agreement under the 2005 Plan (incorporated herein by reference to Exhibit 10.5 to Crocs, Inc.'s Registration Statement on Form S-1, filed on August 15, 2005 (File No. 333-127526)).
10.7*	Form of Stock Option Agreement under the 2005 Plan (incorporated herein by reference to Exhibit 10.6 to Crocs, Inc.'s Registration Statement on Form S-1, filed on August 15, 2005 (File No. 333-127526)).
10.8*	Form of Restricted Stock Award Grant Notice under the 2005 Plan (incorporated herein by reference to Exhibit 10.7 to Crocs, Inc.'s Registration Statement on Form S-1, filed on August 15, 2005 (File No. 333-127526)).

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Exhibit Number	Description
10.9*	Form of Restricted Stock Award Agreement under the 2005 Plan (incorporated herein by reference to Exhibit 10.8 to Crocs, Inc.'s Registration Statement on Form S-1, filed on August 15, 2005 (File No. 333-127526)).
10.10*	Form of Non Statutory Stock Option Agreement under the 2005 Plan (incorporated herein by reference to Exhibit 10.9 to Crocs, Inc.'s Registration Statement on Form S-1, filed on August 15, 2005 (File No. 333-127526)).
10.11*	Crocs, Inc. Amended and Restated 2007 Senior Executive Deferred Compensation Plan (incorporated herein by reference to Exhibit 10.15 to Crocs, Inc.'s Annual Report on Form 10-K, filed on March 17, 2009).
10.12*	2008 Cash Incentive Plan (As Amended and Restated Effective June 4, 2012) (incorporated herein by reference to Exhibit 10.1 to Crocs, Inc.'s Current Report on Form 8-K, filed on June 7, 2012).
10.13*	Crocs, Inc. 2007 Equity Incentive Plan (As Amended and Restated) (the "2007 Plan") (incorporated herein by reference to Exhibit 10.1 to Crocs, Inc.'s Current Report on Form 8-K, filed on July 1, 2011).
10.14*	Form of Incentive Stock Option Agreement under the 2007 Plan (incorporated herein by reference to Exhibit 10.1 to Crocs, Inc.'s Quarterly Report on Form 10-Q, filed on November 14, 2007).
10.15*	Form of Non-Statutory Stock Option Agreement under the 2007 Plan (incorporated herein by reference to Exhibit 10.2 to Crocs, Inc.'s Quarterly Report on Form 10-Q, filed on November 14, 2007).
10.16*	Form of Non-Statutory Stock Option Agreement for Non-Employee Directors under the 2007 Plan (incorporated herein by reference to Exhibit 10.3 to Crocs, Inc.'s Quarterly Report on Form 10-Q, filed on November 14, 2007).
10.17*	Form of Restricted Stock Unit Agreement under the 2007 Plan (incorporated herein by reference to Exhibit 10.2 to Crocs, Inc.'s Current Report on Form 8-K, filed on July 1, 2011).
10.18*	Employment Agreement, dated May 18, 2009, between Crocs, Inc. and Daniel P. Hart (incorporated herein by reference to Exhibit 10.1 to Crocs, Inc.'s Quarterly Report on Form 10-Q, filed on August 5, 2010).
10.19	Amended and Restated Credit Agreement, dated December 16, 2011, among Crocs, Inc., Crocs Retail, Inc., Ocean Minded, Inc., Jibbitz, LLC, Bite, Inc., the lenders named therein and PNC Bank, National Association, as a lender and administrative agent for the lenders (the "Amended and Restated Credit Agreement") (incorporated herein by reference to Crocs, Inc.'s Current Report on Form 8-K, filed on December 19, 2011).
10.20	First Amendment to the Amended and Restated Credit Agreement, dated December 10, 2012, among Crocs, Inc., Crocs Retail, Inc., Ocean Minded, Inc., Jibbitz, LLC, Bite, Inc., the lenders named therein and PNC Bank, National Association, as a lender and administrative agent (incorporated herein by reference to Crocs, Inc.'s Current Report on Form 8-K, filed on December 11, 2012).

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Exhibit Number	Description
10.21	Second Amendment to Amended and Restated Credit Agreement, dated June 12, 2013, among Crocs, Inc., Crocs Retail, Inc., Ocean Minded, Inc., Jibbitz, LLC, Bite, Inc., the lenders named therein and PNC Bank, National Association, as a lender and administrative agent (incorporated herein by reference to Exhibit 10.2 to Crocs, Inc.'s Quarterly Report on Form 10-Q, filed on July 30, 2013).
10.22	Third Amendment to Amended and Restated Credit Agreement, dated December 27, 2013, among Crocs, Inc., Crocs Retail, Inc., Ocean Minded, Inc., Jibbitz, LLC, Bite, Inc., the lenders named therein and PNC Bank, National Association, as a lender and administrative agent (incorporated herein by reference to Exhibit 10.1 to Crocs, Inc.'s Current Report on Form 8-K, filed on December 30, 2013).
10.23	Fourth Amendment to Amended and Restated Credit Agreement, dated March 27, 2014, among Crocs, Inc., Crocs Retail, Inc., Ocean Minded, Inc., Jibbitz, LLC, Bite, Inc., the lenders named therein and PNC Bank, National Association, as a lender and administrative agent (incorporated herein by reference to Exhibit 10.2 to Crocs, Inc.'s Quarterly Report on Form 10-Q, filed on May 1, 2014).
10.24	Fifth Amendment to Amended and Restated Credit Agreement, dated September 26, 2014, among Crocs, Inc., Crocs Retail, Inc., Ocean Minded, Inc., Jibbitz, LLC, Bite, Inc., the lenders named therein and PNC Bank, National Association, as a lender and administrative agent (incorporated herein by reference to Exhibit 10.2 to Crocs, Inc.'s Quarterly Report on Form 10-Q, filed on October 29, 2014).
10.25	Master Installment Payment Agreement, dated December 10, 2012, among Crocs, Inc. the lender named therein and PNC Bank National Association, as a lender and administrative agent (incorporated herein by reference to Exhibit 10.24 to Crocs, Inc.'s Annual Report on Form 10-K, filed on February 25, 2013).
10.26*	Crocs, Inc. Change of Control Plan (as Amended and Restated) (incorporated herein by reference to Exhibit 10.1 to Crocs, Inc.'s Quarterly Report on Form 10-Q, filed on May 1, 2014).
10.27	Investment Agreement, dated December 28, 2013, between Crocs, Inc. and Blackstone Capital Partners VI L.P. (incorporated herein by reference to Exhibit 10.1 to Crocs, Inc.'s Current Report on Form 8-K, filed on December 30, 2013).
10.28	First Amendment to Investment Agreement, dated January 27, 2014, between Crocs, Inc. and Blackstone Capital Partners VI L.P. (incorporated herein by reference to Exhibit 10.1 to Crocs, Inc.'s Current Report on Form 8-K, filed on January 27, 2014).
10.29*	Separation Agreement, dated December 27, 2013, between Crocs, Inc. and John P. McCarvel (incorporated herein by reference to Exhibit 10.3 to Crocs, Inc.'s Current Report on Form 8-K, filed on December 30, 2013).
10.30*	Form Severance Agreement (incorporated herein by reference to Exhibit 10.4 to Crocs, Inc.'s Current Report on Form 8-K, filed on December 30, 2013).
10.31*	Form of Severance Agreement (incorporated herein by reference to Exhibit 10.1 to Crocs, Inc.'s Quarterly Report on Form 10-Q, filed on July 30, 2014).
10.32*	Employment Offer Letter, dated May 13, 2014, between Crocs, Inc. and Andrew Rees (incorporated herein by reference to Exhibit 10.1 to Crocs, Inc.'s Current Report on Form 8-K, filed on May 14, 2014).

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Exhibit Number	Description
10.33	Registration Rights Agreement, dated January 27, 2014 (incorporated herein by reference to Exhibit 10.2 to Crocs, Inc.'s Current Report on Form 8-K, filed on January 27, 2014).
10.34*	Employment Offer Letter, dated December 15, 2014, between Crocs, Inc. and Gregg Ribatt (incorporated herein by reference to Exhibit 10.1 to Crocs, Inc.'s Current Report on Form 8-K, filed on December 15, 2014).
21	Subsidiaries of the registrant.
23.1	Consent of Deloitte & Touche LLP.
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act.
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes- Oxley Act.
32	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Compensatory plan or arrangement

Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, as of March 2, 2015.

CROCS, INC.
a Delaware Corporation

By: /s/ GREGG RIBATT

Name: Gregg Ribatt
Title: *Chief Executive Officer*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ GREGG RIBATT Gregg Ribatt	Chief Executive Officer and Director	March 2, 2015
/s/ JEFFREY J. LASHER Jeffrey J. Lasher	Senior Vice President Finance, Chief Financial Officer	March 2, 2015
/s/ RAYMOND D. CROGHAN Raymond D. Croghan	Director	March 2, 2015
/s/ RONALD L. FRASCH Ronald L. Frasch	Director	March 2, 2015
/s/ JASON GIORDANO Jason Giordano	Director	March 2, 2015
/s/ PETER A. JACOBI Peter A. Jacobi	Director	March 2, 2015
/s/ PRAKASH A. MELWANI Prakash A. Melwani	Director	March 2, 2015

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Signature	Title	Date
/s/ THOMAS J. SMACH Thomas J. Smach	Chairman of the Board	March 2, 2015
/s/ DOREEN A. WRIGHT Doreen A. Wright	Director	March 2, 2015

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Crocs, Inc.
Niwot, Colorado

We have audited the accompanying consolidated balance sheets of Crocs, Inc. and subsidiaries (the "Company") as of December 31, 2014 and 2013 and the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2014. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Crocs, Inc. and subsidiaries as of December 31, 2014 and 2013, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2014, in conformity with accounting principles generally accepted in the United States of America. We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2014, based on the criteria established in *Internal Control Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 2, 2015 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ Deloitte & Touche LLP

Denver, Colorado
March 2, 2015

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CROCS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended December 31,		
($ thousands, except per share data)	**2014**	**2013**	**2012**
Revenues	$ 1,198,223	$ 1,192,680	$ 1,123,301
Cost of sales	603,893	569,482	515,324
Restructuring charges (Note 6)	3,985		
Gross profit	590,345	623,198	607,977
Selling, general and administrative expenses	565,712	549,154	460,393
Restructuring charges (Note 6)	20,532		
Asset impairment charges (Note 3)	8,827	10,949	1,410
Income (loss) from operations	(4,726)	63,095	146,174
Foreign currency transaction losses, net	4,885	4,678	2,500
Interest income	(1,664)	(2,432)	(1,697)
Interest expense	806	1,016	837
Other income, net	(204)	(126)	(1,014)
Income (loss) before income taxes	(8,549)	59,959	145,548
Income tax (benefit) expense	(3,623)	49,539	14,205
Net income (loss)	$ (4,926)	$ 10,420	$ 131,343
Dividends on Series A convertible preferred stock (Note 14)	11,301		
Dividend equivalents on Series A convertible preferred stock related to redemption value accretion and beneficial conversion feature (Note 14)	2,735		
Net income (loss) attributable to common stockholders	$ (18,962)	$ 10,420	$ 131,343
Net income (loss) per common share (Note 13):			
Basic	$ (0.22)	$ 0.12	$ 1.46
Diluted	$ (0.22)	$ 0.12	$ 1.44

The accompanying notes are an integral part of these consolidated financial statements.

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CROCS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	Year Ended December 31,		
($ thousands)	**2014**	**2013**	**2012**
Net income (loss)	$ (4,926)	$ 10,420	$ 131,343
Other comprehensive income (loss):			
Foreign currency translation	(33,004)	(5,335)	5,525
Reclassification of cumulative foreign exchange translation adjustments to net income, net of tax of $0, $(3) and $7, respectively		299	(658)
Total comprehensive income (loss)	$ (37,930)	$ 5,384	$ 136,210

The accompanying notes are an integral part of these consolidated financial statements.

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CROCS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

($ thousands, except number of shares)	**December 31, 2014**	**2013**
ASSETS		
Current assets:		
Cash and cash equivalents	$ 267,512	$ 317,144
Accounts receivable, net of allowances of $32,392 and $10,513, respectively	101,217	104,405
Inventories	171,012	162,341
Deferred tax assets, net	4,190	4,440
Income tax receivable	9,332	10,630
Other receivables	11,989	11,942
Prepaid expenses and other current assets	30,156	29,175
Total current assets	595,408	640,077
Property and equipment, net	68,288	86,971
Intangible assets, net	97,337	72,314
Goodwill	2,044	2,508
Deferred tax assets, net	17,886	19,628
Other assets	25,968	53,661
Total assets	$ 806,931	$ 875,159
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 42,923	$ 57,450
Accrued expenses and other current liabilities	80,216	97,111
Deferred tax liabilities, net	11,869	11,199
Accrued restructuring	4,511	
Income taxes payable	9,078	15,992
Current portion of long-term borrowings and capital lease obligations	5,288	5,176
Total current liabilities	153,885	186,928
Long-term income tax payable	8,843	36,616
Long-term borrowings and capital lease obligations	6,381	11,670
Long-term accrued restructuring	348	
Other liabilities	12,277	15,201
Total liabilities	181,734	250,415
Commitments and contingencies (Note 15)		
Series A convertible preferred stock, par value $0.001 per share, 1,000,000 shares authorized, 200,000 shares issued and outstanding, redemption amount and liquidation preference of $203,067 and $0 as of December 31, 2014 and 2013, respectively (Note 14)	172,679	
Stockholders' equity:		
Preferred stock, par value $0.001 per share, 4,000,000 shares authorized, none outstanding		
Common stock, par value $0.001 per share, 250,000,000 shares authorized, 92,325,201 and 78,516,566 shares issued and outstanding, respectively, as of December 31, 2014 and 91,662,656 and 88,450,203 shares issued and outstanding, respectively, as of December 31, 2013	92	92
Treasury stock, at cost, 13,808,635 and 3,212,453 shares as of December 31, 2014 and 2013, respectively		

	(200,424)	(55,964)
Additional paid-in capital	345,732	321,532
Retained earnings	325,470	344,432
Accumulated other comprehensive income (loss)	(18,352)	14,652
Total stockholders' equity	452,518	624,744
Total liabilities, commitments and contingencies and stockholders' equity	$ 806,931	$ 875,159

The accompanying notes are an integral part of these consolidated financial statements.

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CROCS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Common Stock		Treasury Stock		Additional Paid in	Retained	Accumulated Other Comprehensive	Total Stock Holders'
($ and shares in thousands)	**Shares**	**Amount**	**Shares**	**Amount**	**Capital**	**Earnings**	**Income**	**Equity**
BALANCE January 1, 2012	89,807	$ 90	499	$ (19,759)	$ 293,959	$ 202,669	$ 14,821	$ 491,780
Amortization of stock compensation					11,764			11,764
Forfeitures	(43)				(493)			(493)
Exercises of stock options and issuance of restricted stock awards	783	1	(29)	1,112	2,593			3,706
Repurchase of common stock for tax withholding			30	(493)				(493)
Purchase of treasury stock	(1,884)		1,884	(25,074)				(25,074)
Net income						131,343		131,343
Foreign currency translation							5,525	5,525
Reclassification of cumulative foreign exchange translation adjustments to net income							(658)	(658)
BALANCE December 31, 2012	88,663	$ 91	2,384	$ (44,214)	$ 307,823	$ 334,012	$ 19,688	$ 617,400
Amortization of stock compensation					14,483			14,483
Forfeitures	(78)				(2,014)			(2,014)
Exercises of stock options and issuance of restricted stock awards	715	1	(22)	1,039	1,240			2,280
Repurchase of common stock for tax withholding	(16)		16	(256)				(256)
Purchase of treasury stock	(834)		834	(12,533)				(12,533)
Net income						10,420		10,420
Foreign currency translation							(5,335)	(5,335)
Reclassification of cumulative foreign exchange translation adjustments to net income							299	299
BALANCE December 31, 2013	88,450	$ 92	3,212	$ (55,964)	$ 321,532	$ 344,432	$ 14,652	$ 624,744
Amortization of stock compensation					14,896			14,896
Forfeitures	(144)				(2,129)			(2,129)
Exercises of stock options and issuance of restricted stock awards	853		(46)	2,185	(843)			1,342
Repurchase of common stock for tax withholding	(53)		53	(787)				(787)
Purchase of treasury stock	(10,590)		10,590	(145,858)				(145,858)
Dividends Series A preferred stock						(11,301)		(11,301)
Accretion Series A preferred stock						(2,735)		(2,735)
Adjustment for beneficial conversion feature of Series A preferred stock					12,276			12,276
Net loss						(4,926)		(4,926)
Foreign currency translation							(33,004)	(33,004)
BALANCE December 31, 2014	78,516	$ 92	13,809	$ (200,424)	$ 345,732	$ 325,470	$ (18,352)	$ 452,518

The accompanying notes are an integral part of these consolidated financial statements.

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CROCS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

($ thousands)	Year Ended December 31, 2014	2013	2012
Cash flows from operating activities:			
Net income (loss)	$ (4,926)	$ 10,420	$ 131,343
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	37,413	41,506	36,694
Unrealized (gain) loss on foreign exchange, net	(11,100)	(6,420)	13,928
Deferred income taxes	829	23,536	(2,981)
Asset impairment charges	8,827	10,949	1,410
Provision for doubtful accounts, net	12,087	1,930	2,166
Share-based compensation	12,503	11,871	11,321
Inventory write-down charges	7,490	3,419	
Non-cash restructuring charges	6,413		
Other non-cash items	534	1,193	1,725
Changes in operating assets and liabilities:			
Accounts receivable	(15,288)	(17,166)	(9,475)
Inventories	(31,251)	(5,274)	(35,493)
Prepaid expenses and other assets	21,698	(4,225)	(25,490)
Accounts payable	(12,106)	(5,740)	99
Accrued expenses and other liabilities	(15,824)	14,256	8,016
Accrued restructuring	4,859		
Income taxes	(33,809)	3,209	(4,907)
Cash provided by (used in) operating activities	(11,651)	83,464	128,356
Cash flows from investing activities:			
Cash paid for purchases of property and equipment	(15,991)	(40,424)	(39,762)
Proceeds from disposal of property and equipment	236	250	2,216
Cash paid for intangible assets	(41,035)	(28,404)	(21,074)
Business acquisitions, net of cash			(5,169)
Restricted cash	(1,202)	(1,180)	(2,154)
Cash used in investing activities	(57,992)	(69,758)	(65,943)
Cash flows from financing activities:			
Proceeds from preferred stock offering, net of issuance costs of $15.8 million and $0.0 million, respectively	182,220		
Dividends Series A preferred stock	(8,234)		
Proceeds from bank borrowings		23,375	96,086
Repayment of bank borrowings and capital lease obligations	(5,177)	(13,160)	(90,625)
Deferred debt issuance costs	(75)	(100)	(225)
Deferred offering costs		(767)	
Issuances of common stock	1,342	2,280	3,706
Purchase of treasury stock	(145,858)	(12,533)	(25,074)
Repurchase of common stock for tax withholding	(787)	(256)	(493)
Cash provided by (used in) financing activities	23,431	(1,161)	(16,625)
Effect of exchange rate changes on cash	(3,420)	10,251	(9,027)
Net increase in cash and cash equivalents	(49,632)	22,796	36,761
Cash and cash equivalents beginning of period	317,144	294,348	257,587
Cash and cash equivalents end of period	$ 267,512	$ 317,144	$ 294,348

Supplemental disclosure of cash flow information cash paid during the period for:			
Interest, net of capitalized interest	$ 616	$ 693	$ 619
Income taxes	$ 33,655	$ 20,274	$ 29,385

Supplemental disclosure of non-cash investing and financing activities:						
Assets acquired under capitalized leases	$		$	61	$	34
Accrued purchases of property and equipment	$	771	$	2,165	$	2,368
Accrued purchases of intangibles	$	2,988	$	4,742	$	768
Intrinsic value of beneficial conversion feature Series A preferred stock	$	12,276	$		$	
Accrued dividends	$	3,067	$		$	
Accretion of dividend equivalents	$	2,735	$		$	

The accompanying notes are an integral part of these consolidated financial statements.

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CROCS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION & SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization Crocs, Inc. and its subsidiaries (collectively the "Company," "we," "our" or "us") are engaged in the design, development, manufacturing, marketing and distribution of footwear, apparel and accessories for men, women and children.

Basis of Consolidation The consolidated financial statements and accompanying notes have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The consolidated financial statements include the accounts of our wholly-owned subsidiaries as well as variable interest entities ("VIE") for which we are the primary beneficiary after the elimination of intercompany accounts and transactions. The primary beneficiary of a VIE is the entity that has (i) the power to direct the activities of the VIE that most significantly impact the VIE's economic performance and (ii) the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE.

In April 2011, we and an unrelated third party formed Crocs Gulf, LLC ("Crocs Gulf") for the purpose of selling our products in the United Arab Emirates. We have determined that Crocs Gulf is a VIE for which we are the primary beneficiary due to our variable interest in Crocs Gulf's equity and because we currently control all of the VIE's business activities and will absorb all of its expected residual returns and expected losses. All voting and dividend rights have been assigned to us. As of December 31, 2014 and 2013, the consolidated financial statements included $3.3 million and $2.4 million in total assets of Crocs Gulf, respectively, which primarily consisted of cash and cash equivalents, inventory, property and equipment. The total assets as of December 31, 2014 and 2013 were partially offset by $0.4 million and $0.2 million in total liabilities, respectively, which primarily consisted of accounts payable and accrued expenses, excluding liabilities related to the support provided by us.

Noncontrolling Interests As of December 31, 2014, all of our subsidiaries were, in substance, wholly owned.

Concentrations of Risk We are exposed to concentrations of risks in the following categories:

Cash and cash equivalents Our cash and cash equivalents are maintained in several different financial institutions in amounts that typically exceed U.S. federally insured limits or in financial institutions in international jurisdictions where insurance is not provided and restrictions may exist.

As we are a global business, we have cash and cash equivalent balances which are located in various countries and are denominated in various currencies. Most of the cash balances held outside of the U.S. could be repatriated to the U.S., but under current law, would be subject to U.S. federal and state income taxes less applicable foreign tax credits. In some countries, repatriation of certain foreign balances is restricted by local laws and could have adverse tax consequences if we were to move the cash to another country. Certain countries, including China, have monetary laws which may limit our ability to utilize cash resources in those countries for operations in other countries. These limitations may affect our ability to fully utilize our cash and cash equivalent resources for needs in the U.S. or other countries and could adversely affect our liquidity. As of December 31, 2014, we held $247.6 million of our total $267.5 million in cash in international locations. This cash is primarily used for the ongoing operations of the business in the locations in which the cash is held. Of the

CROCS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. ORGANIZATION & SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

$247.6 million held in international locations, $10.8 million could potentially be restricted, as described above.

On January 27, 2014, we issued to Blackstone Capital Partners VI L.P. ("Blackstone"), and certain of its permitted transferees (together with Blackstone, the "Blackstone Purchasers"), 200,000 shares of our Series A Preferred Stock. In return, we received approximately $182.2 million in cash proceeds (net of related expenses) all of which is held in the U.S. See Note 14 Series A Preferred Stock for further detail regarding the investment agreement.

Accounts receivable We have not experienced significant losses in such accounts in prior years, however, as of December 31, 2014, we recorded a reserve for doubtful accounts of $11.5 million in our Asia Pacific segment primarily as a result of delayed payments from our partner stores in China and Southeast Asia and a reserve for rebates on a consolidated basis of $11.6 million primarily related to our Asia Pacific region. As of December 31, 2013, our reserve for doubtful accounts was $3.7 million and the rebates reserve was $1.4 million. Generally, we consider any concentration of credit risk related to accounts receivable to be mitigated by our credit policy, the insignificance of outstanding balances owed by each individual customer at any point in time and the geographic dispersion of our customers. See Note 11 Allowances for further detail.

Manufacturing sources We rely on a limited source of internal and external manufacturers. Establishing a replacement source could require significant additional time and expense.

Suppliers of certain raw materials We source the elastomer resins that constitute the primary raw materials used in compounding Croslite, which we use to produce our footwear products, from multiple suppliers. If the suppliers we rely on for elastomer resins were to cease production of these materials, we may not be able to obtain suitable substitute materials in time to avoid interruption of our production cycle, if at all. We may also have to pay materially higher prices in the future for the elastomer resins or any substitute materials we use, which would increase our production costs and could have a materially adverse impact on our margins and results of operations.

Management Estimates The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Management believes that the estimates, judgments and assumptions made when accounting for items and matters such as, but not limited to, the allowance for doubtful accounts, customer rebates, sales returns, impairment assessments and charges, recoverability of assets (including deferred tax assets), uncertain tax positions, share-based compensation expense, the assessment of lower of cost or market on inventory, useful lives assigned to long-lived assets, depreciation and provisions for contingencies are reasonable based on information available at the time they are made. Management also makes estimates in the assessments of potential losses in relation to tax and customs matters and threatened or pending legal proceedings (see Note 15 Commitments & Contingencies and Note 17 Legal Proceedings). Actual results could materially differ from these estimates. For matters not related to income taxes, if a loss is considered probable and the amount can be reasonably estimated, we recognize an expense for the estimated loss. If there is the potential to recover a portion of the estimated loss from a third party, we make a separate assessment of recoverability and reduce the estimated loss if recovery is deemed probable.

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CROCS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. ORGANIZATION & SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Accumulated Other Comprehensive Income Activity within our accumulated other comprehensive income ("AOCI") balance consists solely of gains and losses resulting from the translation of foreign subsidiary financial statements to our reporting currency. Foreign currency translation resulting in changes to other comprehensive income and related reclassification adjustments are presented net of tax effects on the consolidated statements of other comprehensive income. Foreign currency reclassification adjustments are included within the line item entitled 'Foreign currency transaction gains (losses), net' on the consolidated statements of operations.

Fair Value Fair value is the price that would be received from the sale of an asset or transfer of a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities which are required to be recorded at fair value, we consider the principal or most advantageous market in which a hypothetical sale or transfer would take place and consider assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of non-performance.

The fair value hierarchy is made up of three levels of inputs which may be used to measure fair value:

Level 1 observable inputs such as quoted prices for identical instruments in active markets;

Level 2 observable inputs such as quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model derived valuations in which all significant inputs are observable in active markets; and

Level 3 unobservable inputs for which there is little or no market data and which require us to develop our own assumptions. We categorize fair value measurements within the fair value hierarchy based upon the lowest level of the most significant inputs used to determine such fair value measurement.

Cash equivalents primarily include time deposits and certificates of deposit with original maturities of three months or less. Time deposits and certificates of deposit included in cash equivalents are valued at amortized cost, which approximates fair value. These investments have been classified as a Level 1 measurement.

Derivative financial instruments are required to be recorded at their fair value, on a recurring basis. The fair values of any derivative instruments, should we enter into them, would be determined using a discounted cash flow valuation model. The significant inputs used in the model are readily available in public markets or can be derived from observable market transactions, and therefore, have been classified as Level 2. These inputs include the applicable exchange rates and forward rates, and discount rates based on the prevailing LIBOR deposit rates.

Our other financial instruments are not required to be carried at fair value on a recurring basis. The carrying value of these financial instruments, including cash equivalents, accounts receivable, accounts payable and accrued liabilities, approximates fair value due to their short maturities. Based on borrowing rates currently available to us, with similar terms, the carrying values of capital lease obligations and the line of credit approximate their fair values.

Inventories and long-lived assets such as property and equipment and intangible assets are also not required to be carried at fair value on a recurring basis. For a discussion of inventory estimated fair

CROCS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. ORGANIZATION & SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

value see "Inventory Valuation" below. However, when determining impairment losses, the fair values of property and equipment and intangibles must be determined. For such determination, we generally use either an income approach with inputs that are mainly unobservable, such as expected future cash flows, or a market approach using observable inputs such as replacement cost or third-party appraisals, as appropriate. Estimated future cash flows are based on management's operating budgets and forecasts which take into consideration both observable and unobservable inputs including growth rates, pricing, new markets and other factors expected to affect the business, as well as management's forecasts for inventory, receivables, capital spending, and other cash needs. We consider this type of estimate to be classified as a Level 3 measurement. See Note 7 Fair Value Measurements for further discussion related to fair value measurements.

Cash and Cash Equivalents Cash and cash equivalents represent cash and short-term, highly liquid investments with maturities of three months or less at the date of purchase. We consider receivables from credit card companies to be cash equivalents, if expected to be received within five days.

Accounts Receivable Accounts receivable represent amounts due from customers. Accounts receivable are recorded at invoiced amounts, net of reserves and allowances, are not collateralized and do not bear interest. We use our best estimate to determine the required allowance for doubtful accounts based on a variety of factors, including the length of time receivables are past due, economic trends and conditions affecting our customer base, significant non-recurring events and historical non-collection experience. Specific provisions are recorded for individual receivables when we become aware of a customer's inability to meet its financial obligations. See Note 11 Allowances for further discussion related to provisions for doubtful accounts and sale returns and allowances.

Inventory Valuation Inventories are valued at the lower of cost or market. Inventory cost is determined using the moving average cost method. At least annually, or more frequently if events and circumstances indicate fair value is less than carrying value, we evaluate our inventory for possible impairment using standard categories to classify inventory based on the degree to which we believe that the products may need to be discounted below cost to sell within a reasonable period. We base inventory fair value on several subjective assumptions including estimated future demand and market conditions, as well as other observable factors such as current sell-through of our products, recent changes in demand for our products, global and regional economic conditions, historical experience selling through liquidation and price discounted channels and the amount of inventory on hand. If the estimated inventory fair value is less than its carrying value, the carrying value is adjusted to market value and the resulting impairment charge is recorded in 'Cost of sales' on the consolidated statements of operations. See Note 2 Inventories for further discussion related to inventories.

Property and Equipment Property, equipment, furniture and fixtures are stated at cost and depreciation is computed using the straight-line method based on the estimated useful lives ranging from two to five years. Leasehold improvements are stated at cost and amortized on the straight-line basis over their estimated economic useful lives or the lease term, whichever is shorter. Depreciation of manufacturing assets is included in cost of sales on the consolidated statements of operations. Depreciation related to corporate, non-product and non-manufacturing assets is included in 'Selling, general and administrative expenses' on the consolidated statements of operations.

Impairment of Long-Lived Assets Long-lived assets to be held and used are evaluated for impairment when events or circumstances indicate the carrying value of a long-lived asset may not be

CROCS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. ORGANIZATION & SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

fully recoverable. Events that may indicate the impairment of a long-lived asset (or asset group, as defined below) include (i) a significant decrease in its market price, (ii) a significant adverse change in the extent or manner in which it is being used or in its physical condition, (iii) a significant adverse change in legal factors or business climate that could affect its value, including an adverse action or assessment by a regulator, (iv) an accumulation of costs significantly in excess of the amount originally expected for its acquisition or construction, (v) its current period operating or cash flow losses combined with historical operating or cash flow losses or a forecast of its cash flows demonstrate continuing losses associated with its use, and (vi) a current expectation that, more likely than not, it will be sold or otherwise disposed of significantly before the end of its previously estimated useful life. If such facts indicate a potential impairment of a long-lived asset (or asset group), we assess the recoverability by determining if its carrying value exceeds the sum of its projected undiscounted cash flows from its use and eventual disposition over its remaining economic life. If the asset is not supported on an undiscounted cash flow basis, the amount of impairment is measured as the difference between its carrying value and its estimated fair value. Assets held for sale are reported at the lower of the carrying amount or fair value less costs to sell. Assets to be abandoned or from which no further benefit is expected are written down to zero at the time that the determination is made and the assets are removed entirely from service.

An asset group is the lowest level of assets and liabilities for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. For assets involved in our retail business, our asset group is at the retail store level. See Note 3 Property and Equipment for a discussion of impairment losses recorded during the periods presented.

Intangible Assets Intangible assets that are determined to have finite lives are amortized over their useful lives on a straight-line basis. Customer relationships are amortized on a straight-line basis or an accelerated basis. Indefinite lived intangible assets, such as trade names, are not amortized and are evaluated for impairment at least annually and when circumstances imply possible impairment.

Amortization of manufacturing intangible assets is included in cost of sales on the consolidated statements of operations. Amortization related to corporate, non-product and non-manufacturing assets such as our global information systems is included in selling, general and administrative expenses on the consolidated statements of operations. The following table sets forth our definite lived intangible assets and the periods over which they are amortized.

Intangible Asset Class	**Weighted-average Amortization Period**
Patents	10 years
Customer relationships	Estimated customer life
Core technology	5 years
Non-competition agreement	Contractual term
Capitalized software	Shorter of 7 years or useful life

Capitalized Software We capitalize certain internal and external software acquisition and development costs, including the costs of employees and contractors devoting time to the software development projects and external direct costs for materials and services. Initial costs associated with internally-developed-and-used software are expensed until it is determined that the project has reached the application development stage. Once in its development stage, subsequent additions, modifications or upgrades to an internal-use software project are capitalized to the extent that they add functionality.

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CROCS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. ORGANIZATION & SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Software maintenance and training costs are expensed in the period in which they are incurred. Capitalized software primarily consists of our enterprise resource system software, warehouse management software and point of sale software. At least annually, we consider the potential impairment of capitalized software by assessing the substantive service potential of the software, changes, if any, in the extent or manner in which the software is used or is expected to be used, and the actual cost of software development or modification compared to expected cost. See Note 4 Goodwill and Intangible Assets for further discussion.

Impairment of Intangible Assets Intangible assets with indefinite lives are evaluated for impairment when events or changes in circumstances indicate that the carrying value may not be fully recoverable and at least annually. Intangible assets that are determined to have definite lives are amortized over their useful lives and are evaluated for impairment only when events or circumstances indicate a carrying value may not be fully recoverable. Recoverability is based on the estimated future undiscounted cash flows of the asset. If the asset is not supported on an undiscounted cash flow basis, the amount of impairment is measured as the difference between its carrying value and its estimated fair value.

Goodwill Goodwill represents the excess purchase price paid over the fair value of assets acquired and liabilities assumed in acquisitions. Goodwill is considered an indefinite lived asset and therefore is not amortized. The Company assesses goodwill for impairment annually on the last day of the fourth quarter, or more frequently if events and circumstances indicate impairment may have occurred. If the carrying value of goodwill exceeds its implied fair value, the Company records an impairment loss equal to the difference. See Note 4 Goodwill and Intangible Assets for discussion of goodwill balances and discussion of impairment losses recorded during the periods presented.

Earnings per Share Basic and diluted earnings per common share ("EPS") is presented using the two-class method, which is an earnings allocation formula that determines earnings per share for common stock and any participating securities according to dividend rights and participation rights in undistributed earnings. Under the two-class method, EPS is computed by dividing the sum of distributed and undistributed earnings attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period. A participating security is a security that may participate in undistributed earnings with common stock had those earnings been distributed in any form. Our recently issued Series A convertible preferred stock ("Series A Preferred Stock") represents participating securities as holders of the Series A Preferred Stock are entitled to receive any and all dividends declared or paid on common stock on an as-converted basis. In addition, shares of our non-vested restricted stock awards are considered participating securities as they represent unvested share-based payment awards containing non-forfeitable rights to dividends. As such, these participating securities must be included in the computation of EPS pursuant to the two-class method on a pro-rata, as-converted basis. Diluted EPS reflects the potential dilution from securities that could share in our earnings. In addition, the dilutive effect of each participating security is calculated using the more dilutive of the two-class method described above, which assumes that the securities remain in their current form, or the if-converted method, which assumes conversion to common stock as of the beginning of the reporting date. Anti-dilutive securities are excluded from diluted EPS. See Note 13 Earnings Per Share for further discussion.

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CROCS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. ORGANIZATION & SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Beneficial conversion feature The issuance of our Series A Preferred Stock generated a beneficial conversion feature, which arises when a debt or equity security is issued with an embedded conversion option that is beneficial to the investor or in the money at inception because the conversion option has an effective strike price that is less than the market price of the underlying stock at the commitment date. We recognized the beneficial conversion feature by allocating the intrinsic value of the conversion option, which is the number of shares of common stock available upon conversion multiplied by the difference between the effective conversion price per share and the fair value of common stock per share on the commitment date, to additional paid-in capital, resulting in a discount on the Series A Preferred Stock. We are accreting the discount over eight years from the date of issuance through the redemption date. Accretion expense will be recognized as dividend equivalents over the eight year period utilizing the effective interest method.

Recognition of Revenues Revenues are recognized when the customer takes title and assumes risk of loss, collection of related receivables is probable, persuasive evidence of an arrangement exists, and the sales price is fixed or determinable. Title passes on shipment or on receipt by the customer depending on the country in which the sale occurs and the agreement terms with the customer. Allowances for estimated returns and discounts are recognized when the related revenue is earned.

Shipping and Handling Costs and Fees Shipping and handling costs are expensed as incurred and included in cost of sales. Shipping and handling fees billed to customers are included in revenues.

Share-based Compensation We have share-based compensation plans in which certain officers, employees and members of the Company's Board of Directors (the "Board") are participants and may be granted stock options, restricted stock and stock performance awards. Awards granted under these plans are fair valued and amortized, net of estimated forfeitures, over the vesting period using the straight-line method. The fair value of stock options is calculated by using the Black Scholes option pricing model that requires estimates for expected volatility, expected dividends, the risk-free interest rate and the term of the option. If any of the assumptions used in the Black Scholes model or the anticipated number of shares to be awarded change significantly, share-based compensation expense may differ materially in the future from that recorded in the current period. Share-based compensation expense associated with our manufacturing and retail employees is included in 'Cost of sales' in the consolidated statements of operations. Share-based compensation expense associated with selling, marketing and administrative employees is included 'Selling, general and administrative expenses' on the consolidated statements of operations. Share-based compensation directly associated with the construction or implementation of certain long-term projects for internal use are capitalized to the consolidated balance sheets until assets are ready for intended use and will be amortized over the useful life of the assets upon that date. See Note 10 Equity for additional information related to share-based compensation.

Defined contribution plans We have a 401(k) plan known as the Crocs, Inc. 401(k) Plan (the "Plan"). The Plan is available to employees on our U.S. payroll and provides employees with tax deferred salary deductions and alternative investment options. The Plan does not provide employees with the option to invest in our common stock. Employees may contribute up to 75.0% of their salary, subject to certain limitations. We match employees' contributions to the Plan up to a maximum of 4.0% of eligible compensation. Our expense related to the matching contributions to the Plan was

CROCS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. ORGANIZATION & SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

$7.1 million, $6.8 million and $5.8 million for the years ended December 31, 2014, 2013 and 2012, respectively.

Advertising Advertising costs are expensed as incurred and production costs are expensed when the advertising is first run. Total advertising, marketing and promotional costs reflected in 'Selling, general, and administrative expenses' on the consolidated statement of operations were $44.7 million, $47.6 million and $39.8 million for the years ended December 31, 2014, 2013 and 2012, respectively.

Research and Development Research and development costs are expensed as incurred. Research and development expenses amounted to $16.7 million, $15.4 million and $12.0 million for the years ended December 31, 2014, 2013 and 2012, respectively, and are included in 'Selling, general, and administrative expenses' in the consolidated statement of operations.

Foreign Currency Translation and Foreign Currency Transactions Our reporting currency is the U.S. Dollar. Assets and liabilities of foreign operations denominated in local currencies are translated at the rate of exchange at the balance sheet date. Revenues and expenses are translated at the weighted-average rate of exchange during the applicable period. Adjustments resulting from translating foreign functional currency financial statements into U.S. Dollars are included in the foreign currency translation adjustment, a component of accumulated other comprehensive income in stockholders' equity.

Gains and losses generated by transactions denominated in currencies other than the local functional currencies are reflected in the consolidated statement of operations in the period in which they occur and are primarily associated with payables and receivables arising from intercompany transactions.

Derivative Foreign Currency Contracts We are directly and indirectly affected by fluctuations in foreign currency rates which may adversely impact our financial performance. To mitigate the potential impact of foreign currency exchange rate risk, we may employ derivative financial instruments including forward contracts and option contracts. Forward contracts are agreements to buy or sell a quantity of a currency at a predetermined future date and at a predetermined rate. An option contract is an agreement that conveys the purchaser the right, but not the obligation, to buy or sell a quantity of a currency at a predetermined rate during a period or at a time in the future. These derivative financial instruments are viewed as risk management tools and are not used for trading or speculative purposes. We recognize derivative financial instruments as either assets or liabilities in the consolidated balance sheets and measure those instruments at fair value. Changes in the fair value of derivatives not designated or effective as hedges are recorded in 'Foreign currency transaction (gains)/losses, net" in the consolidated statements of operations. We had no derivative instruments that qualified for hedge accounting during any of the periods presented. See Note 7 Fair Value Measurements and Financial Instruments for further discussion.

Income Taxes Income taxes are accounted for using the asset and liability method which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax basis of other assets and liabilities. We provide for income taxes at the current and future enacted tax rates and laws applicable in each taxing jurisdiction. We use a two-step approach for recognizing and measuring tax benefits taken or expected to be taken in a tax return and disclosures regarding uncertainties in income tax positions. We

CROCS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. ORGANIZATION & SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

recognize interest and penalties related to income tax matters in income tax expense in the consolidated statement of operations. See Note 12 Income Taxes for further discussion.

Taxes Assessed by Governmental Authorities Taxes assessed by governmental authorities that are directly imposed on a revenue transaction, including value added tax, are recorded on a net basis and are therefore excluded from sales.

Application of Recent Accounting Pronouncements

Recently Adopted Accounting Pronouncements

Discontinued Operations

In April 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-08: *Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*, which amends the definition of a discontinued operation in ASC 205-20 and requires entities to provide additional disclosures about discontinued operations as well as disposal transactions that do not meet the discontinued operations criteria. The FASB issued the ASU to provide more decision-useful information and to make it more difficult for a disposal transaction to qualify as a discontinued operation. Under the previous guidance, the results of operations of a component of an entity were classified as a discontinued operation if all of the following conditions were met:

- The component has been disposed of or is classified as held for sale.
- The operations and cash flows of the component have been (or will be) eliminated from the ongoing operations of the entity as a result of the disposal transaction.
- The entity will not have any significant continuing involvement in the operations of the component after the disposal transaction.

The new guidance eliminates the second and third criteria above and instead requires discontinued operations treatment for disposals of a component or group of components that represents a strategic shift that has or will have a major impact on an entity's operations or financial results. The ASU also expands the scope of ASC 205-20 to disposals of equity method investments and businesses that, upon initial acquisition, qualify as held for sale. In addition, the ASU requires entities to reclassify assets and liabilities of a discontinued operation for all comparative periods presented in the statement of financial position. Before these amendments, ASC 205-20 neither required nor prohibited such presentation. Regarding the statement of cash flows, an entity must disclose, in all periods presented, either (1) operating and investing cash flows or (2) depreciation and amortization, capital expenditures, and significant operating and investing noncash items related to the discontinued operation. This presentation requirement represents a significant change from previous guidance. This ASU is effective prospectively for all disposals or components initially classified as held for sale in periods beginning on or after December 15, 2014. Early adoption is permitted. The adoption of this pronouncement did not have a material impact to the Company's consolidated financial statements.

CROCS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. ORGANIZATION & SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income Taxes

In July 2013, the FASB issued ASU No. 2013-11 *Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit when a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* ("ASU No. 2013-11"). This pronouncement provides guidance on financial statement presentation of an unrecognized tax benefit ("UTB") when a net operating loss ("NOL") carryforward, a similar tax loss or a tax credit carryforward exists. Under the pronouncement, an entity must present a UTB, or a portion of the UTB, in the financial statements as a reduction to a deferred tax asset ("DTA") for an NOL carryforward, a similar tax loss or a tax credit carryforward except when:

1) An NOL carryforward, a similar tax loss or a tax credit carryforward is not available as of the reporting date under the governing tax law to settle that would result from the disallowance of the tax position.

2) The entity does not intend to use the DTA for this purpose (provided that the tax law permits a choice).

If either of these conditions exists, an entity should present a UTB in the financial statements as a liability and should not net the UTB with a DTA. This amendment does not affect the amounts disclosed in the tabular reconciliation of the total amounts of UTBs because the tabular reconciliation presents gross amounts of UTBs. This pronouncement is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2013. The Company adopted this pronouncement on January 1, 2014. The adoption of this pronouncement did not have a material impact to the Company's consolidated financial position or results of operations.

Recently Issued Accounting Pronouncements

Going Concern

On August 27, 2014, the FASB issued ASU 2014-15, which provides guidance on determining when and how reporting entities must disclose going concern uncertainties in their financial statements. The new standard requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date of issuance of the entity's financial statements (or within one year after the date on which the financial statements are available to be issued, when applicable). Further, an entity must provide certain disclosures if there is "substantial doubt about the entity's ability to continue as a going concern."

The FASB believes that requiring management to perform the assessment will enhance the timeliness, clarity and consistency of related disclosures and improve convergence with IFRSs (which emphasize management's responsibility for performing the going concern assessment). However, the time horizon for the assessment (look-forward period) and the disclosure thresholds under U.S. GAAP and IFRSs will continue to differ. This ASU is effective for annual periods ending after December 16, 2016, and interim periods thereafter; early adoption is permitted. The Company does not believe that this pronouncement will have a material impact on our financial statement disclosures.

Share-Based Payment

On June 19, 2014, the FASB issued ASU 2014-12 in response to the EITF consensus on Issue 13-D. The ASU clarifies that entities should treat performance targets that can be met after the

CROCS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. ORGANIZATION & SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

requisite service period of a share-based payment award as performance conditions that affect vesting. Therefore, an entity would not record compensation expense related to an award for which transfer to the employee is contingent on the entity's satisfaction of a performance target until it becomes probable that the performance target will be met. The ASU does not contain any new disclosure requirements. This ASU is effective for all entities for reporting periods (including interim periods) beginning after December 15, 2015. The Company does not believe that this pronouncement will have a material impact to the Company's consolidated financial statements.

Revenue Recognition

In May 2014, the FASB issued their final standard on revenue from contracts with customers. The standard, issued as ASU No. 2014-09: *Revenue from Contracts with Customers (Topic 606)* by the FASB, outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The core principle of the revenue model is that "an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services." In applying the revenue model to contracts within its scope, an entity:

- Identifies the contract(s) with a customer (Step 1)
- Identifies the performance obligations in the contract (Step 2)
- Determines the transaction price (Step 3)
- Allocates the transaction price to the performance obligations in the contract (Step 4)
- Recognizes revenue when (or as) the entity satisfies a performance obligation (Step 5)

The ASU applies to all contracts with customers except those that are within the scope of other topics in the FASB Accounting Standards Codification. Certain of the ASU's provisions also apply to transfers of nonfinancial assets, including in-substance nonfinancial assets that are not an output of an entity's ordinary activities (e.g., sales of property, plant, and equipment, real estate or intangible assets). Existing accounting guidance applicable to these transfers has been amended or superseded. Compared with current U.S. GAAP, the ASU also requires significantly expanded disclosures about revenue recognition.

The ASU is effective for annual reporting periods (including interim reporting periods within those periods) beginning after December 15, 2016. Early application is not permitted. The Company is currently evaluating the impact that this pronouncement will have on the Company's consolidated financial statements.

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CROCS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

2. INVENTORIES

The following table summarizes inventories by major classification as of December 31, 2014 and 2013:

($ thousands)	2014	2013
Finished goods	$ 167,515	$ 154,272
Work-in-progress	703	685
Raw materials	2,794	7,384
Inventories	$ 171,012	$ 162,341

Inventory Write-down

During the year ended December 31, 2014, we recorded approximately $11.5 million of inventory write-down charges related to obsolete inventory with a market value lower than cost, of which $4.0 million was reported in the 'Restructuring charges' included in gross margin with the remaining amounts reported in 'Cost of sales' in the consolidated statements of operations. During the year ended December 31, 2013, we recorded approximately $3.4 million of inventory write-down charges related to obsolete inventory with a market value lower than cost. These charges were related to certain obsolete raw materials, footwear and accessories in the Americas segment and are reported in 'Cost of sales' in the consolidated statement of operations. We recorded no inventory write-down charges for the year ended December 31, 2012.

Charitable Contributions

During the years ended December 31, 2014, 2013 and 2012, we donated certain inventory items to charitable organizations consisting primarily of end of life units. The contributions made were expensed at their fair value of $0.6 million, $0.6 million and $1.7 million, respectively. Also during the years ended December 31, 2014, 2013 and 2012, we recognized a gain of $0.2 million, $0.1 million and $0.6 million, respectively, and a net reduction of inventory of $0.4 million, $0.5 million and $1.1 million, respectively, as the fair value of the inventory contributed exceeded its carrying amount.

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CROCS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

3. PROPERTY AND EQUIPMENT

The following table summarizes property and equipment by major classification as of December 31, 2014 and 2013:

($ thousands)	December 31, 2014	December 31, 2013
Machinery and equipment	$ 48,989	$ 52,003
Leasehold improvements	91,962	93,235
Furniture, fixtures and other	23,818	23,653
Construction-in-progress	3,318	16,231
Property and equipment, gross(1)	168,087	185,122
Less: Accumulated depreciation(2)	(99,799)	(98,151)
Property and equipment, net	$ 68,288	$ 86,971

(1) Includes $0.2 million and $0.2 million of certain equipment held under capital leases and classified as equipment as of each of December 31, 2014 and 2013, respectively.

(2) Includes $0.1 million of accumulated depreciation related to certain equipment held under capital leases, as of each of December 31, 2014 and 2013, which are depreciated using the straight-line method over the lease term. During the year ended December 31, 2014, approximately $17.5 million of accumulated depreciation was related to assets that were written off or disposed.

During the years ended December 31, 2014, 2013 and 2012, we recorded $23.2 million, $24.3 million and $23.1 million and, respectively, in depreciation expense of which $1.7 million, $2.9 million and $4.6 million, respectively, was recorded in 'Cost of sales', with the remaining amounts recorded in 'Selling, general and administrative expenses' on the consolidated statements of operations.

We retired approximately $28.5 million of long-lived assets during the year ended December 31, 2014 primarily related to assets no longer in service or impaired due to the closure of stores. During the years ended December 31, 2014 and 2013, we retired $1.6 million and $19.5 million of fully depreciated assets. The fully depreciated assets retired in 2013 were fully depreciated shoe molds related to styles that we no longer intend on manufacturing. As such, we did not record a gain or loss associated with the disposal and the cost and accumulated depreciation previously classified as machinery and equipment were removed from the consolidated balance sheets.

Asset Impairments

We periodically evaluate all of our long-lived assets for impairment when events or circumstances would indicate the carrying value of a long-lived asset may not be fully recoverable. During the years ended December 31, 2014, 2013 and 2012, we recorded $8.8 million, $10.6 million and $1.4 million, respectively, in impairment charges related to underperforming retail locations, respectively, that were unlikely to generate sufficient cash flows to fully recover the carrying value of the stores' assets over

CROCS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

3. PROPERTY AND EQUIPMENT (Continued)

their remaining economic life. The following table summarizes asset impairment charges by reportable operating segment for the years ended December 31, 2014, 2013 and 2012:

	December 31,					
	2014		2013		2012	
($ thousands, except store count data)	Impairment charge	Number of stores	Impairment charge	Number of stores	Impairment charge	Number of stores
Americas	$ 4,001	36	$ 3,861	23	$ 1,410	4
Asia Pacific	2,807	14	185	2		
Japan						
Europe	2,019	27	6,565	35		
Asset impairment charges	$ 8,827	77	$ 10,611	60	$ 1,410	4