

SKECHERS USA INC

Form 4

April 10, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GREENBERG JEFFREY

(Last) (First) (Middle)

228 MANHATTAN BEACH BLVD.

(Street)

MANHATTAN BEACH, CA 90266

(City) (State) (Zip)

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

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

04/09/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	04/09/2015 ⁽¹⁾⁽²⁾		J/K ⁽¹⁾⁽²⁾	88,848 D	\$ 0 ⁽¹⁾ ⁽²⁾ 80,613.871	I	Jeffrey and Lori Greenberg Family Trust
Class A Common Stock					36,364	I	Chloe July Greenberg 2009 Trust
Class A Common Stock					36,364	I	Catherine Elle Greenberg 2009 Trust

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Class A Common Stock	14,198	I	Chloe July Greenberg 2004 Trust
Class A Common Stock	14,198	I	Catherine Elle Greenberg 2006 Trust

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	A N S
Forward Sale Contract (Obligation to Sell)	<u>(1)</u> <u>(2)</u>	04/09/2015		J/K <u>(1)(2)</u>	121,100	04/06/2015	04/06/2015	Class A Common Stock	

Reporting Owners

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

Signatures

Jeffrey
Greenberg 04/09/2015

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

- (1) following the maturity date of the contract, which was April 6, 2015. In exchange for assuming this obligation, the reporting person received a cash payment of \$5,076,339. The reporting person pledged 121,100 shares of SKX Class A common stock (the "Pledged Shares") to secure his obligations under the contract, and retained voting and dividend rights in the Pledged Shares during the term of the pledge. (continued in footnote 2)

When the forward sales contract was settled on April 9, 2015, based on the closing price of \$73.22 per share of SKX Class A common

- (2) stock on the maturity date, the reporting person delivered 88,848 shares of SKX Class A common stock and a wire transfer of \$41.44 in full satisfaction of his obligations under the contract.

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

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