Crocs, Inc.
Form S-1MEF
August 16, 2006

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As filed with the Securities and Exchange Commission on August 16, 2006

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CROCS, INC.

(Exact name of Registrant as specified in its charter)

Delaware	**3021**	**20-2164234**
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

6328 Monarch Park Place
Niwot, Colorado 80503
(303) 848-7000

(Address, including zip code and telephone number, including area code, of Registrant's principal executive offices)

Ronald R. Snyder
President and Chief Executive Officer
Crocs, Inc.
6328 Monarch Park Place
Niwot, Colorado 80503
(303) 848-7000

(Name, address, including zip code and telephone number, including area code, of agent for service)

Copies to:

James H. Carroll, Esq.	**William J. Campbell, Esq.**	**Jeffrey D. Saper, Esq.**
Faegre & Benson LLP	**Jeffrey A. Sherman, Esq.**	**Donna M. Petkanics, Esq.**
1900 Fifteenth Street	**Nathaniel G. Ford, Esq.**	**Wilson Sonsini Goodrich & Rosati, P.C.**
Boulder, Colorado 80302	**Faegre & Benson LLP**	**650 Page Mill Road**
Phone: (303) 447-7700	**3200 Wells Fargo Center**	**Palo Alto, California 94304**
Fax: (303) 447-7800	**1700 Lincoln Street**	**Phone: (650) 493-9300**
	Denver, Colorado 80203	**Fax: (650) 493-6811**
	Phone: (303) 607-3500	
	Fax: (303) 607-3600	

Approximate date of commencement of proposed sale to public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box: o

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: ý 333-134481

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: o

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box: o

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)(2)(3)	Amount of Registration Fee
Common Stock, $.001 par value	$44,214,510	$4,731

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) of the Securities Act of 1933, as amended.

(2) Includes offering price of shares that the underwriters have the option to purchase to cover over-allotments, if any.

(3) The $44,214,510 proposed maximum aggregate offering price is in addition to $221,227,800 registered pursuant to the Registration Statement on Form S-1 (File No. 333-134481).

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.

EXPLANATORY NOTE

Crocs, Inc., a Delaware corporation, is filing this registration statement with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of registering an increase in proposed maximum aggregate offering price of $44,214,510 of securities of the same class as were included in our Registration Statement on Form S-1 (File No. 333-134481), as amended (the "Prior Registration Statement"), which was declared effective by the Securities and Exchange Commission on August 16, 2006. The contents of the Prior Registration Statement, including the exhibits thereto, are hereby incorporated in their entirety by reference.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules

(a)

Exhibits

Exhibit No.	Description
5.1	Opinion of Faegre & Benson LLP.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Faegre & Benson LLP (included in Exhibit 5.1).
24.1**	Powers of Attorney.

**

Previously filed in connection with the Registration Statement on Form S-1 (file no. 333-134481).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Niwot, Colorado, on August 16, 2006.

CROCS, INC.

By /s/ RONALD R. SNYDER

Ronald R. Snyder
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on February 7, 2006 by the following persons in the capacities indicated.

Signature	Title
/s/ RONALD R. SNYDER Ronald R. Snyder	President and Chief Executive Officer and Director (Principal Executive Officer)
/s/ PETER S. CASE Peter S. Case	Senior Vice President Finance, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)
* Raymond D. Croghan	Director
* Michael E. Marks	Director
* Mark A. Retzloff	Chairman of the Board of Directors
* Richard L. Sharp	Director
* Thomas J. Smach	Director
* Brad L. Stoffer	Director

*By: /s/ PETER S. CASE

Peter S. Case
Attorney-In-Fact

EXHIBIT INDEX

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