Crocs, Inc. Form 4 June 12, 2014

### FORM 4

### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

**SECURITIES** 

response...

burden hours per

1(b).

Common

Stock

06/10/2014

(Print or Type Responses)

1. Name and Address of Reporting Person ** FRASCH RONALD			2. Issuer Name <b>and</b> Ticker or Trading Symbol				g	5. Relationship of Reporting Person(s) to Issuer		
				nc. [CRO	-			(Che	eck all applicable	e)
(Last)	(First) (N	(Iiddle)	3. Date of	Earliest Tra	ansaction					
			(Month/Da	ay/Year)				_X_ Director		6 Owner
C/O CROCS	S, INC. 7477 E D	RY	06/10/20	)14						er (specify
CREEK PAI	RKWAY							below)	below)	
	(Street)		4. If Amer	ndment, Dat	e Original			6. Individual or	Joint/Group Fili	ng(Check
NIWOT, CO	80503		Filed(Mont	th/Day/Year)				Applicable Line) _X_ Form filed by Form filed by Person	One Reporting Po	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	e 2A. Dec	emed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Executi	on Date, if	Transactio	onAcquired	d (A) c	or	Securities	Form: Direct	Indirect
(Instr. 3)		any		Code	Disposed	d of (D	))	Beneficially	(D) or	Beneficial
		(Month	/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
								Following	(Instr. 4)	(Instr. 4)
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	06/10/2014			A	6,649 (1)	A	\$0	50,949	D	

5,319

A

\$0

56,268

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

D

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		Or Numbar		
						Exercisable	cisable Date	Title Number			
				C-J- V	(A) (D)				of		
				Coue v	(A) (D)				Shares		

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

FRASCH RONALD C/O CROCS, INC. 7477 E DRY CREEK PARKWAY X NIWOT, CO 80503

### **Signatures**

/s/ Dan Hart, 06/12/2014 Attorney-in-Fact

\*\*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).
- Pursuant to the issuer's Board of Directors Compensation Plan, the Board of Directors granted \$100,000 of common stock to each (1) non-employee director under the issuer's 2007 Equity Incentive Plan (As Amended and Restated), based on the \$15.04 closing price of the common stock on June 10, 2014, as quoted on the NASDAQ Global Select Market.
  - Pursuant to the issuer's Board of Directors Compensation Plan, the reporting person elected to receive \$80,000 of restricted stock issued under the issuer's 2007 Equity Incentive Plan (As Amended and Restated), in lieu of cash compensation. The restricted stock issued to the
- (2) reporting person is based on the \$15.04 closing price of the common stock on June 10, 2014, as quoted on the NASDAQ Global Select Market. The restricted stock vests in four equal installments on September 10, 2014, December 10, 2014, March 10, 2015 and June 10,

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. TR BGCOLOR="White" VALIGN="TOP">Miscellaneous expenses \$6,373

Total: \$30,000

#### Item 15. Indemnification of Directors and Officers.

Reporting Owners 2

Section 145(a) of the General Corporation Law of the State of Delaware permits the indemnification of directors, officers and employees of a corporation under certain conditions and subject to certain limitations. Article VI of the By-Laws of the Registrant contains provisions for the indemnification of directors, officers and employees within the limitations permitted by Section 145. In addition, the Company has entered into Indemnity Agreements with its directors and officers which provide the maximum indemnification allowed by Section 145. The Company's officers and directors are insured against losses arising from any claim against them as such for wrongful acts or omissions, subject to certain limitations.

#### Item 16. Exhibits.

1.1 Form of Underwriting Agreement

5.1 Opinion of Fulbright & Jaworski L.L.P.\*

15.1 Letter of BDO Seidman, LLP regarding unaudited interim financial information

23.1 Consent of Fulbright & Jaworski L.L.P. (included in Exhibit 5.1)\*

23.2 Consent of BDO Seidman, LLP

24.1 Power of Attorney (included on signature page)\*

Item 17. Undertakings

Previously filed.

#### The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement and any material change to such information in the registration statement.
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

- (4) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (5) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer, or controlling person of the Registrant in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York and State of New York on the 18<sup>th</sup> day of May, 2004.

MONSTER WORLDWIDE, INC.

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/s/ ANDREW J. MCKELVEY

Andrew J. McKelvey

Chairman and CEO

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Name	Title	Date		
/s/ ANDREW J. MCKELVEY	Chairman, CEO and Director	M 10 2004		
Andrew J. McKelvey	(Principal Executive Officer)	May 18, 2004		
/s/ MICHAEL SILECK	Chief Financial Officer	May 18, 2004		
Michael Sileck	(Principal Financial Officer)			
/s/ JONATHAN TRUMBULL	Vice President and Controller			
Jonathan Trumbull	(Principal Accounting Officer)	May 18, 2004		
*	Director	May 18, 2004		
George Eisele		• '		
*	Director	May 18, 2004		
John Gaulding	Director	Way 10, 2004		
*	Director	May 18, 2004		
Michael Kaufman	Director	Way 16, 2004		
*	Director	May 18, 2004		
Ronald Kramer	Director	Way 16, 2004		
*				
David Stein	Director	May 18, 2004		
*	Director	May 18, 2004		

Name	Title	Date
John Swann  By: /s/ ANDREW J. MCKELVEY		
Andrew J. McKelvey  Attorney-in-fact	19	

### EXHIBIT INDEX

Exhibit Number		Exhibit
	1.1 5.1 15.1 23.1 23.2 24.1	Form of Underwriting Agreement Opinion of Fulbright & Jaworski L.L.P.* Letter of BDO Seidman, LLP regarding unaudited interim financial information Consent of Fulbright & Jaworski L.L.P. (included in Exhibit 5.1)* Consent of BDO Seidman, LLP Power of Attorney (included on signature page)*
*	Previou	sly filed.

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