

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-

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM S-1

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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## CROCS, INC.

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**3021**  
(Primary Standard Industrial  
Classification Code Number)  
**6328 Monarch Park Place**  
**Niwot, Colorado 80503**  
**(303) 848-7000**

**20-2164234**  
(I.R.S. Employer  
Identification No.)

(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)

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**Copies to:**

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**650 Page Mill Road**  
**Palo Alto, California 94304**  
**Phone: (650) 493-9300**  
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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:

## Edgar Filing: Crocs, Inc. - Form S-1MEF

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:  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:

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:

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

### 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.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules**

(a)

*Exhibits*

<b>Exhibit No.</b>	<b>Description</b>
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).

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**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
<i>/s/</i> RONALD R. SNYDER	President and Chief Executive Officer and Director (Principal Executive Officer)
Ronald R. Snyder	
<i>/s/</i> PETER S. CASE	Senior Vice President Finance, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)
Peter S. Case	
*	Director
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	

\*By: */s/* PETER S. CASE

Peter S. Case  
*Attorney-In-Fact*



**EXHIBIT INDEX**

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SIGNATURES

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