

Crocs, Inc.  
Form S-8  
June 09, 2015

As filed with the Securities and Exchange Commission on June 9, 2015

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form S-8**

**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)

**20-2164234**

(I.R.S. Employer Identification Number)

**7477 East Dry Creek Parkway**

**Niwot, Colorado**

(Address of Principal Executive Offices)

**80503**

(Zip Code)

**CROCS, INC. 2015 EQUITY INCENTIVE PLAN**

(Full title of the plan)

**Daniel P. Hart**

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Executive Vice President, Chief Legal and Administrative Officer

Crocs, Inc.

7477 East Dry Creek Parkway

Niwot, Colorado 80503

(Name and address of agent for service)

(303) 848-7000

(Telephone number, including area code, of agent for service)

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Copy to:

Jason Day

Perkins Coie LLP

1900 Sixteenth Street, Suite 1400

Denver, Colorado 80202

(303) 291-2300

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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.

Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

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CALCULATION OF REGISTRATION FEE

Title of securities to be registered (1)	Amount to be registered (1)(3)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (3)(4)
Common stock, par value \$0.001 per share, under the Crocs, Inc.				
2015 Equity Incentive Plan	8,176,194	\$ 14.94	\$ 122,152,338.36	\$ 14,194.11

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- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement also covers any additional shares of Crocs, Inc. s (the Registrant ) common stock that may become issuable under the Crocs, Inc. 2015 Equity Incentive Plan (the 2015 Plan ) as a result of any future stock splits, stock dividends or similar adjustments of the Registrant s outstanding common stock.
  
  - (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h)(1) under the Securities Act. The proposed maximum offering price per share is estimated based on the average of the high and low sales price for the Registrant s common stock as reported by the NASDAQ Global Select Market on June 5, 2015.
  
  - (3) As described in the Explanatory Note in this Registration Statement, on June 8, 2015, the stockholders of the Registrant approved the 2015 Plan and, in connection therewith, no further awards will be made under the Crocs, Inc. 2007 Equity Incentive Plan (As Amended and Restated) (the Prior Plan ). Of the 8,176,194 shares of the Registrant s common stock being registered under the 2015 Plan on this Registration Statement, 1,176,194 shares that were previously available for issuance but not issued or subject to outstanding awards under the Prior Plan now may be issued under the 2015 Plan.
  
  - (4) Pursuant to Rule 457(p) under the Securities Act, the total registration fee for the shares being registered hereby is reduced by the filing fee of \$3,789.58 previously paid by the Registrant in connection with the registration of shares of common stock on the Form S-8 Registration Statement for the Prior Plan (File No. 333-176696) filed with the Securities and Exchange Commission (the Commission ) on September 6, 2011 (the 2011 Registration Statement ), which shares are contemporaneously with the filing of this Registration Statement being deregistered from the 2011 Registration Statement by Post-Effective Amendment No. 1 to the 2011 Registration Statement.
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**EXPLANATORY NOTE**

This Registration Statement is being filed for the purpose of registering shares of the Registrant's common stock that may be issued to participants under the 2015 Plan.

The maximum number of shares of common stock reserved and available for issuance under the 2015 Plan includes 7,000,000 shares plus any shares available for issuance but not subject to outstanding awards under the Prior Plan as of June 8, 2015, the effective date of the 2015 Plan. As of June 8, 2015, 1,176,194 such shares remained available under the Prior Plan, all of which were previously registered with the Commission on the 2011 Registration Statement. Such shares are now covered by this Registration Statement in connection with the 2015 Plan.

A post-effective amendment to the Form S-8 Registration Statement for the Prior Plan is being filed contemporaneously with this Registration Statement to deregister such shares under the 2011 Registration Statement. Additional shares reserved for issuance under the Prior Plan may become available for issuance in the future under the 2015 Plan as the result of the forfeiture, cancellation or termination of awards outstanding under the Prior Plan (other than by exercise or settlement of the awards in vested and nonforfeitable shares), and any such additional shares will be included in the shares reserved for issuance under the 2015 Plan and will be registered on one or more future Form S-8 Registration Statements.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the Commission are hereby incorporated by reference in this Registration Statement:

- (a) the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the Commission on March 2, 2015;
- (b) the Registrant's Quarterly Report on Form 10-Q for the three months ended March 31, 2015, filed with the Commission on May 8, 2015;
- (c) the Registrant's Current Reports on Form 8-K filed with the Commission on January 30, 2015, April 15, 2015, May 5, 2015 and June 9, 2015; and
- (d) the description of the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A filed with the Commission on January 24, 2006, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the Exchange Act ), other than any information the Registrant furnishes, rather than files, with the Commission, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all the securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such documents with the Commission.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

None.

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**Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law (the "DGCL") provides, in effect, that any person made a party to any action by reason of the fact that he is or was a director, officer, employee or agent of us may and, in some cases, must be indemnified by us against, in the case of a non-derivative action, judgments, fines, amounts paid in settlement and reasonable expenses (including attorneys' fees) incurred by him as a result of such action and in the case of a derivative action, against expenses (including attorneys' fees), if in either type of action he acted in good faith and in a manner he reasonably believed to be in or not opposed to our best interests. This indemnification does not apply, in a derivative action, to matters as to which it is adjudged that the director, officer, employee or agent is liable to us, unless upon court order it is determined that, despite such adjudication of liability, but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for expenses and, in a non-derivative action, to any criminal proceeding in which such person had no reasonable cause to believe his conduct was unlawful.

The Registrant's certificate of incorporation provides that no director shall be liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by the DGCL. The Registrant's bylaws require it to indemnify its directors and officers to the fullest extent permitted by Delaware law. The Registrant has entered into indemnification agreements with all of its directors and executive officers and has purchased directors' and officers' liability insurance.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

The following is a list of all exhibits filed as part of this Registration Statement or, as noted, incorporated by reference into this Registration Statement:

Exhibit Number	Description
4.1	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)).
4.2	Certificate of Amendment to the 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).
4.3	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)).
4.4	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).
5.1*	Opinion of Perkins Coie LLP.

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- 10.1 Crocs, Inc. 2015 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.1 to Crocs, Inc. s Current Report on Form 8-K, filed on June 9, 2015).
- 23.1\* Consent of Deloitte & Touche LLP.
- 23.2\* Consent of Perkins Coie LLP (included in Exhibit 5.1).
- 24.1\* Power of Attorney (see signature page).

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\* Filed herewith.

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**Item 9. Undertakings.**

A. 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:

(a) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(b) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and

(c) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in the Registration Statement;

*provided, however,* that the undertakings set forth in paragraphs A(1)(a) and A(1)(b) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this 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.

B. 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 Exchange Act and, where applicable, each filing of the Plan's annual report pursuant to Section 15(d) under the Exchange Act, that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.



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C. 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 Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that 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 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 Securities Act of 1933 and will be governed by the final adjudication of such issue.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Niwot, State of Colorado, on June 9, 2015.

**CROCS, INC.**

By: /s/ Gregg Ribatt  
Name: Gregg Ribatt  
Title: Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Gregg Ribatt and Daniel P. Hart, or any of them, as his or her attorneys-in-fact, with the power of substitution, for him or her in any and all capacities, to sign any amendments to this registration statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Gregg Ribatt Gregg Ribatt	Chief Executive Officer and Director (Principal Executive Officer)	June 9, 2015
/s/ Jeffrey J. Lasher Jeffrey J. Lasher	Senior Vice President Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	June 9, 2015
/s/ Thomas J. Smach Thomas J. Smach	Chairman of the Board	June 9, 2015
/s/ Ian Bickley Ian Bickley	Director	June 9, 2015
/s/ Ronald L. Frasch Ronald L. Frasch	Director	June 9, 2015
/s/ Jason Giordano Jason Giordano	Director	June 9, 2015
/s/ Prakash Melwani Prakash Melwani	Director	June 9, 2015

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/s/ Carrie Teffner  
Carrie Teffner

Director

June 9, 2015

/s/ Doreen A. Wright  
Doreen A. Wright

Director

June 9, 2015

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**EXHIBIT INDEX**

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