

SKECHERS USA INC

Form 4/A

March 14, 2016

**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**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
**228 MANHATTAN BEACH BLVD.**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/07/2016**

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

**MANHATTAN BEACH, CA 90266**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**01/11/2016**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Class A<br>Common<br>Stock            | 01/07/2016                              |   | C                                       | 625,467 A \$ 0  | 868,552.613<br>(1) (2)   | I  | Jeffrey and<br>Lori<br>Greenberg<br>Family<br>Trust               |
| Class A<br>Common<br>Stock            |   |   |   |   | 109,092 (1)  | I  | Chloe July<br>Greenberg<br>2009 Trust                             |
| Class A<br>Common<br>Stock            |   |   |   |   | 109,092 (1)  | I  | Catherine<br>Elle<br>Greenberg<br>2009 Trust                      |

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|                            |                   |   |                                       |
|----------------------------|-------------------|---|---------------------------------------|
| Class A<br>Common<br>Stock | 42,594 <u>(1)</u> | I | Chloe July<br>Greenberg<br>2004 Trust |
|----------------------------|-------------------|---|---------------------------------------|

|                            |                   |   |  |
|----------------------------|-------------------|---|--|
| Class A<br>Common<br>Stock | 42,594 <u>(1)</u> | I | Catherine<br>Elle<br>Greenberg<br>2006 Trust |
|----------------------------|-------------------|---|--|

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)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount or<br>Number of<br>Shares |
|---|--|---|---|--------------------------------------|---|--|---|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                               |
| Class B<br>Common<br>Stock <u>(3)</u>               | <u>(4)</u>   | 01/07/2016                              |   | C                                    | 625,467   | <u>(4)</u>   | <u>(4)</u>  | Class A<br>Common<br>Stock 625,467  |
| Class B<br>Common<br>Stock <u>(3)</u>               | <u>(4)</u>   |   |   |                                      |   | <u>(4)</u>   | <u>(4)</u>  | Class A<br>Common<br>Stock 4,344    |
| Class B<br>Common<br>Stock <u>(3)</u>               | <u>(4)</u>   |   |   |                                      |   | <u>(4)</u>   | <u>(4)</u>  | Class A<br>Common<br>Stock 162,768  |
| Class B<br>Common<br>Stock <u>(3)</u>               | <u>(4)</u>   |   |   |                                      |   | <u>(4)</u>   | <u>(4)</u>  | Class A<br>Common<br>Stock 162,768  |
| Class B<br>Common<br>Stock <u>(3)</u>               | <u>(4)</u>   |   |   |                                      |   | <u>(4)</u>   | <u>(4)</u>  | Class A<br>Common<br>Stock 32,376   |
|   | <u>(4)</u>   |   |   |                                      |   | <u>(4)</u>   | <u>(4)</u>  | 22,476                              |

Class B  
Common  
Stock (3)

Class A  
Common  
Stock

Class B  
Common (4)  
Stock (3)

(4)(4)

Class A  
Common  
Stock 109,428

Class B  
Common (4)  
Stock (3)

(4)(4)

Class A  
Common  
Stock 90,000

## Reporting Owners

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

## Signatures

Jeffrey  
Greenberg 03/14/2016

    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).

- (1) On August 20, 2015, the Issuer's Board of Directors declared a 3-for-1 stock split to be effected in the form of a stock dividend, which was approved by the Issuer's stockholders on September 24, 2015. All holders of record of Class A common stock and/or Class B common stock on October 2, 2015 were issued two shares of Class A common stock for each outstanding share of Class A common stock and two shares of Class B common stock for each outstanding share of Class B common stock.
- (2) Includes 379 shares and 107 shares acquired on June 30 and December 31, 2015 under the Issuer's Employee Stock Purchase Plan, respectively.
- (3) Holders of Class A Common Stock and Class B Common Stock generally have identical rights, except that holders of Class A Common Stock are entitled to one vote per share while holders of Class B Common Stock are entitled to ten votes per share on matters to be voted on by shareholders.
- (4) Shares of Class B Common Stock are convertible into Class A Common Stock on a one-for-one basis for no additional consideration at any time, with no expiration date, upon voluntary conversion by the holder of such shares or upon any sale or transfer of such shares with certain exceptions.
- (5) Represents shares held by the Jeffrey and Lori Greenberg Family Trust (the "Trust") that were Mr. Greenberg's separate property, which he gifted to his wife as previously reported on an amended Form 4. Following such gift, these shares have remained in the Trust as his wife's separate property.

### Remarks:

This amendment is being filed to correct a clerical error in the reporting of the date of earliest transaction on the original filing

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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