

Crocs, Inc.  
Form 4  
March 10, 2016

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rees Andrew

(Last) (First) (Middle)  
C/O CROCS, INC., 7477 E DRY CREEK PARKWAY  
(Street)

NIWOT, CO 80503  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Crocs, Inc. [CROX]

3. Date of Earliest Transaction (Month/Day/Year)  
03/08/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 03/08/2016                           |  | A                              |   | 265,642 <sup>(1)</sup>  | A  | \$ 0                              |
| Common Stock                    |                                      |  |                                |   | 603,474 <sup>(2)</sup>  | D  |                                   |
|                                 |                                      |  |                                |   | 54,289  | I  | By Trust <sup>(3)</sup>           |

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| Rees Andrew<br>C/O CROCS, INC.<br>7477 E DRY CREEK PARKWAY<br>NIWOT, CO 80503 |               |           | President |       |

## Signatures

/s/ Dan Hart, 03/10/2016  
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).
- Represents 265,642 restricted stock units granted to the reporting person under the issuer's 2015 Equity Incentive Plan. Each restricted stock unit represents the contingent right to receive one share of the issuer's common stock. The restricted stock units vest as follows: (i) 52,492 of the restricted stock units vest in three equal annual installments on March 8, 2017, March 8, 2018 and March 8, 2019, provided that the reporting person remains employed by the issuer as of each vesting date, and (ii) up to 213,150 of the restricted stock units vest in three equal annual installments beginning on the date in 2017 that the issuer's compensation committee certifies that certain performance metrics are achieved, provided that the reporting person remains employed by the issuer as of each vesting date.
- (1) Adjusted to reflect 166,691 restricted stock units that were cancelled as certain performance metrics relating to the vesting of such awards were not achieved.
  - (2) The reporting person is a trustee of the V&M REES REV. TRUST and exercises voting and investment power for the shares beneficially owned by the trust.
  - (3)

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.