**SMACH THOMAS J** 

Form 4 June 06, 2018

# FORM 4

#### **OMB APPROVAL**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Number:

Issuer

information contained in this form are not

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

burden hours per response...

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

**SMACH THOMAS J** 

1. Name and Address of Reporting Person \*

			Crocs, Inc. [CROX]					(Check all applicable)			
(Last) (First) (Middle)  C/O CROCS, INC. 7477 E DRY  CREEK PARKWAY		, i	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2018					X Director 10% Owner Officer (give title below) Other (specify below)			
NIWOT, CO	(Street)  O 80503	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any (Month/D	Date, if	Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,  Amount 9,704	l (A) c l of (D	Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Stock	06/05/2018			A	(1)	A	\$ 0	175,262	D		
Common Stock								12,200	I	As UGMA Custodian for Children	
Common Stock								12,200	I	By Son (2)	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.											
Persons who respond to the collection of SEC 1474										SEC 1474	

(9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if Transaction		onNumber Expiration Date		Amount	of	Derivative	Deriv	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(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)						
									mount		
						Date	Expiration Date	or Title Number of			
						Exercisable					
				C 1 W							
				Code V	(A) (D)			S	hares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SMACH THOMAS J C/O CROCS, INC. 7477 E DRY CREEK PARKWAY X NIWOT, CO 80503

# **Signatures**

/s/ Dan Hart,
Attorney-in-Fact
06/06/2018

\*\*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 \$180,600 of restricted stock units to the reporting person under the issuer's 2015 Equity Incentive Plan, based on the \$18.61 closing price of the common stock on June 5, 2018,

- (1) as quoted on the NASDAQ Global Select Market. The restricted stock units vest upon the earlier of Mr. Smach's separation of service from the Board of Directors or a change in control of the issuer. Each restricted stock unit represents the contingent right to receive one share of the issuer's common stock.
- The reporting person disclaims beneficial ownership of these securities except to the extent the reporting person is deemed to have a (2) pecuniary interest in the securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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.

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