

Crocs, Inc.  
Form DEFA14A  
May 19, 2014

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

CROCS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
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- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
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  - (4) Date Filed:

**CROCS, INC.**

**SUPPLEMENT TO DEFINITIVE PROXY STATEMENT FOR ANNUAL MEETING**

**TO BE HELD ON JUNE 10, 2014**

Dear Stockholders:

This proxy statement supplement (the *Proxy Supplement*) updates and amends our definitive proxy statement (as supplemented, the *Proxy Statement*) filed with the Securities and Exchange Commission on April 29, 2014 (as supplemented on May 1, 2014) regarding the 2014 Annual Meeting of Stockholders of Crocs, Inc. to be held on June 10, 2014 at the St. Julien Hotel, 900 Walnut Street, Boulder, Colorado at 11:00 a.m. Mountain Time (the *Annual Meeting*). Except as updated or supplemented by this Proxy Supplement, all information set forth in the Proxy Statement remains unchanged and should be considered in casting your vote by proxy or in person at the Annual Meeting.

The purpose of this Proxy Supplement is to update the Proxy Statement to inform you that, as announced on May 13, 2014, and reported on our Form 8-K filed with the Securities and Exchange Commission on May 14, 2014, our Board of Directors (the *Board*) appointed Andrew Rees as our President with principal responsibilities for the Crocs brand, effective June 9, 2014. In addition, also effective June 9, 2014, the Board appointed Mr. Rees as principal executive officer to serve until such time as the Board appoints a Chief Executive Officer.

As disclosed previously, Thomas Smach was appointed as our interim Chief Executive Officer to serve until such time as the Board appoints a permanent President or Chief Executive Officer. Effective June 9, 2014, Mr. Smach will step down as our interim Chief Executive Officer and principal executive officer. Mr. Smach will continue to serve as the Chairperson of the Board and, effective June 9, 2014, will rejoin both the Board's Audit Committee (as chairperson) and Nominating and Governance Committee. In addition, the Board has determined that as of June 9, 2014, Mr. Smach will be an independent director for purposes of the NASDAQ listing standards. Mr. Smach is a nominee for election as a Class III director at the Annual Meeting.

*If you have already submitted your proxy, you do not need to take any action unless you wish to change your vote.* This Proxy Supplement does not change the proposals to be acted upon at the Annual Meeting, which are described in the Proxy Statement.

BY ORDER OF THE BOARD OF DIRECTORS

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Daniel P. Hart  
Executive Vice President, Chief Legal and Administrative Officer

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