

Crocs, Inc.
Form 4
June 17, 2013

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 *
Jacobi Peter A

(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)
06/13/2013

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)

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 (A) or (D) Price | | |
| Common Stock | 06/13/2013 | | A | | 6,039 (1) | A | \$ 0 6,039 D |
| Common Stock | 06/13/2013 | | A | | 8,455 (2) | A | \$ 0 14,494 D |
| Common Stock | | | | | | | 47,631 (3) I By Trust (4) |

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

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number.

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

Jacobi Peter A
C/O CROCS, INC. 7477 E DRY CREEK PARKWAY X
NIWOT, CO 80503

Signatures

/s/ Jeff Lasher, 06/17/2013
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).

Pursuant to the issuer's Board of Directors Compensation Plan, the Board of Directors granted \$100,000 of common stock to each (1) non-employee director under the issuer's 2007 Equity Incentive Plan (As Amended and Restated), based on the \$16.56 closing price of the common stock on June 13, 2013, as quoted on the NASDAQ Global Select Market.

Pursuant to the issuer's Board of Directors Compensation Plan, the reporting person elected to receive \$140,000 of restricted stock issued under the issuer's 2007 Equity Incentive Plan (As Amended and Restated), in lieu of cash compensation. The restricted stock issued to the (2) reporting person is based on the \$16.56 closing price of the common stock on June 13, 2013, as quoted on the NASDAQ Global Select Market. The restricted stock vests in four equal installments on September 13, 2013, December 13, 2013, March 13, 2014 and June 13, 2014.

(3) Includes 15,686 shares previously held directly by the reporting person, which were re-registered in the name of the Peter A. Jacobi and Mary Louise Jacobi Living Trust.

(4) The reporting person is a trustee of the Peter A. Jacobi and Mary Louise Jacobi Living Trust and exercises voting and investment power for the shares beneficially owned by the trust.

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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