

SKECHERS USA INC

Form 4

July 14, 2014

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)
03/24/2014

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

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

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

MANHATTAN BEACH, CA 90266

(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)	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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock					169,756.871	I	Jeffrey and Lori Greenberg Family Trust
Class A Common Stock	03/24/2014		G	V 62,740 D \$ 0 0		I	Jeffrey Greenberg 2012 GRAT
Class A Common Stock	03/24/2014		G	V 31,370 A \$ 0 35,862		I	Chloe July Greenberg 2009 Trust

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Class A Common Stock	03/24/2014	G	V	31,370	A	\$ 0	35,862	I	Catherine Elle Greenberg 2009 Trust
Class A Common Stock							13,696	I	Chloe July Greenberg 2004 Trust
Class A Common Stock							13,696	I	Catherine Elle Greenberg 2006 Trust

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

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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 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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class B Common Stock <u>(1)</u>	<u>(2)</u>	03/24/2014		G	V		104,172	<u>(2)</u>	<u>(2)</u>	Class A Common Stock	104,172
Class B Common Stock <u>(1)</u>	<u>(2)</u>							<u>(2)</u>	<u>(2)</u>	Class A Common Stock	208,800
Class B Common Stock <u>(1)</u>	<u>(2)</u>							<u>(2)</u>	<u>(2)</u>	Class A Common Stock	1,440,000
Class B Common Stock <u>(1)</u>	<u>(2)</u>	03/24/2014		G	V	52,086		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	52,086
	<u>(2)</u>	03/24/2014		G	V	52,086		<u>(2)</u>	<u>(2)</u>		52,086

Class B
Common
Stock (1)

Class A
Common
Stock

Class B
Common (2)
Stock (1)

(2) (2)

Class A
Common
Stock 10,79

Class B
Common (2)
Stock (1)

(2) (2)

Class A
Common
Stock 7,49

Class B
Common (2)
Stock (1)

(2) (2)

Class A
Common
Stock 36,47

Class B
Common (2)
Stock (1)

(2) (2)

Class A
Common
Stock 30,00

Reporting Owners

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

Signatures

Jeffrey
Greenberg 07/14/2014

 **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).

Holders of Class A Common Stock and Class B Common Stock generally have identical rights, except that holders of Class A Common
(1) 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.

Shares of Class B Common Stock are convertible into Class A Common Stock on a one-for-one basis for no additional consideration at
(2) 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.

Represents shares held by the Jeffrey and Lori Greenberg Family Trust (the "Trust") that were Mr. Greenberg's separate property, which
(3) 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.

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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