

Crocs, Inc.  
Form 3  
January 29, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *        |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                               |  |
| Â Blackstone Holdings III L.P.                   |         | (Month/Day/Year)                     | Crocs, Inc. [CROX]   |  |
| (Last)   | (First) | (Middle)                             | 01/27/2014   |  |
| C/O THE BLACKSTONE GROUP L.P., Â 345 PARK AVENUE |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                                 | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)   |         |                                      | (Check all applicable)   |  |
| NEW YORK, Â NY Â 10154                           |         |                                      | ___ Director   | <input checked="" type="checkbox"/> 10% Owner        |
| (City)   | (State) | (Zip)                                | ___ Officer  | ___ Other  |
|  |         |                                      | (give title below)   | (specify below)                                      |
|  |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |  |
|  |         |                                      | ___ Form filed by One Reporting Person   |  |
|  |         |                                      | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of Shares                           |  |

|                                      |       |       |              |                 |             | or Indirect<br>(1)<br>(Instr. 5) |                               |
|--------------------------------------|-------|-------|--------------|-----------------|-------------|----------------------------------|-------------------------------|
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 13,689,858.6465 | \$ 14.5 (1) | I                                | See Footnotes (2) (4) (5) (6) |
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 34,275.8535     | \$ 14.5 (1) | I                                | See Footnotes (3) (4) (5) (6) |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Blackstone Holdings III L.P.<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154                          | Â             | Â X       | Â       | Â     |
| Blackstone Capital Partners VI L.P.<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE,<br>NEW YORK, NY 10154                  | Â             | Â X       | Â       | Â     |
| Blackstone Family Investment Partnership VI ESC L.P.<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE,<br>NEW YORK, NY 10154 | Â             | Â X       | Â       | Â     |
| Blackstone Management Associates VI L.L.C.<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154            | Â             | Â X       | Â       | Â     |
| BMA VI L.L.C.<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE,<br>NEW YORK, NY 10154  | Â             | Â X       | Â       | Â     |
| Blackstone Holdings III GP L.P.<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154                       | Â             | Â X       | Â       | Â     |
| Blackstone Holdings III GP Management L.L.C.<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154          | Â             | Â X       | Â       | Â     |
| Blackstone Group L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154  | Â             | Â X       | Â       | Â     |
| Blackstone Group Management L.L.C.<br>C/O THE BLACKSTONE GROUP  | Â             | Â X       | Â       | Â     |

345 PARK AVENUE  
NEW YORK, NY 10154

SCHWARZMAN STEPHEN A  
C/O THE BLACKSTONE GROUP  
345 PARK AVENUE  
NEW YORK, NY 10154

Â Â X Â Â

## Signatures

|   |            |
|---|------------|
| BLACKSTONE CAPITAL PARTNERS VI L.P. By: Blackstone Management Associates VI L.L.C., its general partner, By: BMA VI L.L.C., its sole member; By: /s/ John G. Finley; Title: Chief Legal Officer                   | 01/29/2014 |
| **Signature of Reporting Person   | Date       |
| BLACKSTONE FAMILY INVESTMENT PARTNERSHIP VI-ESC L.P., By: BCP VI Side-by-Side GP L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer  | 01/29/2014 |
| **Signature of Reporting Person   | Date       |
| BLACKSTONE MANAGEMENT ASSOCIATES VI L.L.C. By: BMA VI L.L.C., its sole member By: /s/ John G. Finley; Title: Chief Legal Officer  | 01/29/2014 |
| **Signature of Reporting Person   | Date       |
| BMA VI L.L.C. By: /s/ John G. Finley; Title: Chief Legal Officer  | 01/29/2014 |
| **Signature of Reporting Person   | Date       |
| BLACKSTONE HOLDINGS III L.P.; By: Blackstone Holdings III GP L.P., its general partner; By: Blackstone Holdings III GP Management L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer | 01/29/2014 |
| **Signature of Reporting Person   | Date       |
| BLACKSTONE HOLDINGS III GP L.P.; By: Blackstone Holdings III GP Management L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer  | 01/29/2014 |
| **Signature of Reporting Person   | Date       |
| BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer  | 01/29/2014 |
| **Signature of Reporting Person   | Date       |
| THE BLACKSTONE GROUP L.P.; By: Blackstone Group Management L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer  | 01/29/2014 |
| **Signature of Reporting Person   | Date       |
| BLACKSTONE GROUP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer  | 01/29/2014 |
| **Signature of Reporting Person   | Date       |
| STEPHEN A SCHWARZMAN /s/ Stephen A. Schwarzman  | 01/29/2014 |
| **Signature of Reporting Person   | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).

(1)

### Edgar Filing: Crocs, Inc. - Form 3

The number of common stock of Crocs, Inc. (the "Issuer"), having par value of \$0.001 per share (the "Common Stock") deliverable upon conversion of each share of Series A Convertible Preferred Stock, par value \$0.001 per share (the "Preferred Stock") is equal to 68.9655 shares, subject to customary anti-dilution and other adjustments. The Preferred Stock is convertible at any time and has no expiration date. The Issuer may mandatorily convert the Preferred Stock into Common Stock after January 27, 2017, if certain conditions are met.

- (2) These securities are directly held by Blackstone Capital Partners VI L.P. ("BCP VI").
- (3) These securities are directly held by Blackstone Family Investment Partnership VI-ESC L.P. ("BFIP VI", together with BCP VI, the "Partnerships").

The general partner of BCP VI is Blackstone Management Associates VI L.L.C. The sole member of Blackstone Management Associates VI L.L.C. is BMA VI L.L.C. The general partner of BFIP VI is BCP VI Side-by-Side GP L.L.C. The sole member of each of BCP VI Side-by-Side GP L.L.C. and BMA VI L.L.C. is Blackstone Holdings III L.P. The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.

- (5) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

Each of such Blackstone entities and Mr. Schwarzman may be deemed to beneficially own the shares beneficially owned by the Partnerships directly or indirectly controlled by it or him, but each (other than the Partnerships to the extent of their direct holdings)

- (6) disclaims beneficial ownership of such shares, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

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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