

Crocs, Inc.

Form 3

January 29, 2014

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

A Ribatt Gregg

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/27/2014

3. Issuer Name **and** Ticker or Trading Symbol
Crocs, Inc. [CROX]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

29 HILLTOP ROAD

(Street)

(Check all applicable)

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

CHESTNUT

HILL, MA 02467

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(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
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Series A Convertible Preferred Stock ⁽¹⁾ ⁽²⁾ ⁽²⁾ Common Stock 68,965.5 ⁽²⁾ \$ 14.5 ⁽²⁾ D ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ribatt Gregg 29 HILLTOP ROAD CHESTNUT HILL, MA 02467	⁽²⁾ X	⁽²⁾	⁽²⁾	⁽²⁾

Signatures

/s/ Gregg S. Ribatt 01/29/2014

⁽²⁾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).
- Mr. Ribatt, a senior advisor of Blackstone Management Partners L.L.C., which is affiliated with The Blackstone Group L.P. ("Blackstone"), is a member of the board of directors of Crocs, Inc. (the "Issuer"). Certain affiliates of Blackstone have filed a separate
- (1) Form 3 reporting securities of the Issuer that they may be deemed to beneficially own. Mr. Ribatt disclaims beneficial ownership of any securities of the Issuer that may be deemed to be beneficially owned by affiliates of Blackstone.
- The number of common stock of 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⁾

Remarks:
No ⁽²⁾ securities ⁽²⁾ are ⁽²⁾ beneficially ⁽²⁾ owned.

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.