

Crocs, Inc.
Form 4
December 18, 2015

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 *
Teffner Carrie W.

(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)
12/16/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP, Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/16/2015		D	Amount (1) 1,328	D \$ 0 7,962	D	
Common Stock	12/16/2015		A	Amount (2) (3) 80,148	A \$ 0 88,110	D	
Common Stock	12/16/2015		A	Amount (2) (4) 80,148	A \$ 0 168,258	D	

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

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SEC 1474
(9-02)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

Teffner Carrie W.
C/O CROCS, INC. 7477 E DRY CREEK PARKWAY
NIWOT, CO 80503

EVP, Chief Financial Officer

Signatures

/s/ Dan Hart,
Attorney-in-Fact 12/18/2015

**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).

- Effective December 16, 2015, Carrie Teffner was appointed Executive Vice President and Chief Financial Officer of the Issuer, and she
- (1) resigned as a member of the issuer's Board of Directors. In connection with her resignation from the Board of Directors, 1,328 shares of restricted stock previously awarded for board service were cancelled.
 - (2) Represents restricted stock units granted to the reporting person under the issuer's 2015 Equity Incentive Plan. Each restricted stock unit represents the contingent right to receive one share of the issuer's common stock.
 - (3) The restricted stock units vest in three equal annual installments on December 16, 2016, December 16, 2017 and December 16, 2018, provided that the reporting person remains in continuous service with the issuer as of each vesting date.
 - (4) The restricted stock units vest based on the achievement of certain stock prices of the issuer over a four year period from the grant date, provided that the reporting person remains in continuous service with the issuer as of each vesting date (subject to certain exceptions).

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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