

SKECHERS USA INC

Form 4

February 05, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 \*  
Schwartzberg Gil

(Last) (First) (Middle)

269 S. BEVERLY DRIVE, #1315

(Street)

BEVERLY HILLS, CA 90212

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

SKECHERS USA INC [SKX]

3. Date of Earliest Transaction  
(Month/Day/Year)

01/20/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   | Code                                 | V  | Amount   | (D)  | Price   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|---|--|---|
|   |  |   |   |                                      |   |  |   |

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|                                     | Derivative Security | Disposed of (D)<br>(Instr. 3, 4, and 5) |  | Code | V | (A) | (D)     | Date Exercisable | Expiration Date | Title                 | Amount or Number of Shares |
|-------------------------------------|---------------------|---|--|------|---|-----|---------|------------------|-----------------|-----------------------|----------------------------|
|                                     |                     |   |  |      |   |     |         |                  |                 |                       |                            |
| Class B Common Stock <sup>(1)</sup> | (2)                 |   |  |      |   |     |         | (2)              | (2)             | Class A Common Stock  | 364,366                    |
| Class B Common Stock <sup>(1)</sup> | (2)                 |   |  |      |   |     |         | (2)              | (2)             | Class A Common Shares | 364,366                    |
| Class B Common Stock <sup>(1)</sup> | (2)                 | 01/20/2015                              |  | G    | V |     | 344,205 | (2)              | (2)             | Class A Common Stock  | 1,155,795                  |
| Class B Common Stock <sup>(1)</sup> | (2)                 | 01/20/2015                              |  | G    | V |     | 344,205 | (2)              | (2)             | Class A Common Stock  | 1,155,795                  |
| Class B Common Stock <sup>(1)</sup> | (2)                 |   |  |      |   |     |         | (2)              | (2)             | Class A Common Stock  | 197,552                    |
| Class B Common Stock <sup>(1)</sup> | (2)                 |   |  |      |   |     |         | (2)              | (2)             | Class A Common Stock  | 197,552                    |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

Reporting Owners

Schwartzberg Gil  
269 S. BEVERLY DRIVE, #1315  
BEVERLY HILLS, CA 90212

X

## Signatures

Gil  
Schwartzberg 02/04/2015

    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).

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.

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this

(3) report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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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