

SKECHERS USA INC  
Form 4  
April 30, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GREENBERG ROBERT**

(Last) (First) (Middle)

228 MANHATTAN BEACH BLVD.

(Street)

MANHATTAN BEACH, CA 90266

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SKECHERS USA INC [SKX]**

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

04/29/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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) | (A) or (D) | Price      | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|------------|---|--|-----------------------------------|
| Class A Common Stock            | 04/29/2015                           |  | C(1)                           | 110,800   | A          | 110,800    | 110,800   | I  | By Greenberg Family Trust         |
| Class A Common Stock            | 04/29/2015                           |  | S                              | 110,800   | D          | \$ 91.0744 | 0   | I  | By Greenberg Family Trust         |
| Class A Common Stock            | 04/30/2015                           |  | C(1)                           | 189,200   | A          | 189,200    | 189,200   | I  | By Greenberg Family Trust         |

|                            |            |   |         |   |          |        |   |                                    |
|----------------------------|------------|---|---------|---|----------|--------|---|------------------------------------|
| Class A<br>Common<br>Stock | 04/30/2015 | S | 189,200 | D | \$ 89.98 | 0      | I | By<br>Greenberg<br>Family<br>Trust |
| Class A<br>Common<br>Stock |            |   |         |   |          | 74,231 | 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)

**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<br>Derivative<br>Security | 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<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount or<br>Number of<br>Shares |         |
|---|--|---|---|--------------------------------------|---|--|---|-------------------------------------|---------|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                               |         |
| Class B<br>Common<br>Stock <sup>(2)</sup>           | <sup>(3)</sup>   | 04/29/2015                              |   | C                                    | 110,800   | <sup>(3)</sup>   | <sup>(3)</sup>  | Class A<br>Common<br>Stock          | 110,800 |
| Class B<br>Common<br>Stock <sup>(2)</sup>           | <sup>(3)</sup>   | 04/30/2015                              |   | C                                    | 189,200   | <sup>(3)</sup>   | <sup>(3)</sup>  | Class A<br>Common<br>Stock          | 189,200 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| GREENBERG ROBERT<br>228 MANHATTAN BEACH BLVD.<br>MANHATTAN BEACH, CA 90266  | X             | X         | Chief Executive Officer |       |
| GREENBERG M SUSAN<br>228 MANHATTAN BEACH BLVD.<br>MANHATTAN BEACH, CA 90266 |               | X         |                         |       |
|   |               | X         |                         |       |

GREENBERG FAMILY TRUST  
228 MANHATTAN BEACH BLVD.  
MANHATTAN BEACH, CA 90266

## Signatures

Philip Paccione, Attorney-in-fact on behalf of Robert Greenberg

04/30/2015

\_\_Signature of Reporting Person

Date

Philip Paccione, Attorney-in-fact on behalf of M. Susan Greenberg

04/30/2015

\_\_Signature of Reporting Person

Date

Philip Paccione, Attorney-in-fact on behalf of Robert Greenberg; Philip Paccione,  
Attorney-in-fact on behalf of M. Susan Greenberg

04/30/2015

\_\_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).

(1) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock for no additional consideration.

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

(2) 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

(3) 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.

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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