

Crocs, Inc.  
Form 4  
June 30, 2008

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SHARP RICHARD L**

(Last) (First) (Middle)

**9020 STONY POINT PARKWAY,  
SUITE 180**

(Street)

**RICHMOND, VA 23235**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Crocs, Inc. [CROX]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/26/2008**

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)

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)	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	06/26/2008		A	11,494	A <u>11</u>	11,494	D
Common Stock					800,000 <u>(2)</u>	I	By The RLS Trust <u>(3)</u>
Common Stock					116,810 <u>(2)</u>	I	By BES & RS, LLC <u>(3)</u>
Common Stock					116,810 <u>(2)</u>	I	By EGG & RS, LLC <u>(3)</u>

Common  
Stock116,810 <sup>(2)</sup> IBy RBG &  
RS, LLC  
(3)

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 displays a currently valid OMB control 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 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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 8.7	06/26/2008		A	10,000	<sup>(4)</sup> 06/25/2015	Common Stock	10,000

## Reporting Owners

**Reporting Owner Name / Address****Relationships**

Director 10% Owner Officer Other

SHARP RICHARD L  
9020 STONY POINT PARKWAY, SUITE 180 X  
RICHMOND, VA 23235

## Signatures

/s/ Jason Day, Attorney  
in Fact 06/30/2008

\*\*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) Pursuant to the issuer's 2007 Equity Incentive Plan, the board of directors granted \$10,000 of common stock to each non-employee director, based on the \$8.70 closing price of the common stock on June 26, 2008, as quoted on the NASDAQ Global Select Market.

## Edgar Filing: Crocs, Inc. - Form 4

- (2) On June 15, 2007, the common stock of Crocs, Inc. split 2-for-1, resulting in the reporting person's indirect ownership of 575,215 additional shares of common stock.
- (3) Mr. Sharp is the sole trustee of The RLS Trust and is the sole manager of each of BES & RS, LLC, EGG & RS, LLC and RBG & RS, LLC, and he exercises voting and investment power over all of the shares beneficially owned by the trust and each company.
- (4) This option vests in four equal installments on the dates of the next four annual meetings of stockholders, beginning with the annual meeting of stockholders in 2009.

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.