

Crocs, Inc.  
Form DEFA14A  
May 01, 2014

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant ☒ X

Filed by a Party other than the Registrant ☐ O

Check the appropriate box:

- ☐ Preliminary Proxy Statement  
☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
☐ Definitive Proxy Statement  
☒ Definitive Additional Materials  
☐ Soliciting Material under §240.14a-12

CROCS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.  
☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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- ☐ Fee paid previously with preliminary materials.  
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- |     |   |
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| (1) | Amount Previously Paid:                       |
| (2) | Form, Schedule or Registration Statement No.: |
| (3) | Filing Party:                                 |
| (4) | Date Filed:                                   |

**SUPPLEMENT TO DEFINITIVE PROXY STATEMENT FOR ANNUAL MEETING**

**TO BE HELD ON JUNE 10, 2014**

Dear Stockholders:

This proxy statement supplement (the "Proxy Supplement") updates and amends our definitive proxy statement (the "Proxy Statement") filed with the Securities and Exchange Commission on April 29, 2014 regarding the 2014 Annual Meeting of Stockholders of Crocs, Inc. to be held on June 10, 2014 at the St. Julien Hotel, 900 Walnut Street, Boulder, Colorado at 11:00 a.m. Mountain Time (the "Annual Meeting"). Except as updated or supplemented by this Proxy Supplement, all information set forth in the Proxy Statement remains unchanged and should be considered in casting your vote by proxy or in person at the Annual Meeting.

The purpose of this Proxy Supplement is to update the Proxy Statement to inform you that our Board of Directors (the "Board") appointed Thomas J. Smach, Chairperson of the Board, as our interim Chief Executive Officer, effective May 1, 2014, to serve until such time as the Board appoints a permanent President or Chief Executive Officer. Mr. Smach is a nominee for election as a Class III director at the Annual Meeting.

Mr. Smach will continue to serve as Chairperson of the Board while carrying out his additional responsibilities as interim Chief Executive Officer. Mr. Smach will not be deemed an independent director for purposes of the NASDAQ listing standards while he is serving as interim Chief Executive Officer and for that reason resigned from the Board's Audit Committee and Nominating and Governance Committee. The Board appointed Raymond D. Croghan to the Audit Committee and named Ronald L. Frasch Chairperson of the Audit Committee. As of the date of this Proxy Supplement, no compensation terms for Mr. Smach have been determined.

*If you have already submitted your proxy, you do not need to take any action unless you wish to change your vote.* This Proxy Supplement does not change the proposals to be acted upon at the Annual Meeting, which are described in the Proxy Statement.

BY ORDER OF THE BOARD OF DIRECTORS

Daniel P. Hart  
Executive Vice President, Chief Legal and Administrative Officer

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