

Crocs, Inc.  
Form 8-K  
June 12, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): **June 10, 2014**

**CROCS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-51754**  
(Commission File Number)

**20-2164234**  
(I.R.S. Employer  
Identification No.)

**7477 East Dry Creek Parkway**

**Niwot, Colorado**  
(Address of principal executive offices)

**80503**  
(Zip Code)

Registrant's telephone number, including area code: **(303) 848-7000**

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**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07.**

**Submission of Matters to a Vote of Security Holders.**

The 2014 Annual Meeting of Stockholders of Crocs, Inc. was held on June 10, 2014 in Boulder, Colorado. The results of the matters submitted to a vote of the stockholders at the meeting were as follows:

(a) The nominees for election as Class III directors to serve until the annual meeting of stockholders to be held in 2017 and thereafter until their successors are duly elected and qualified, were elected based upon the following votes:

<b>Name of Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Thomas J. Smach	81,215,266	379,080	9,882,320
Prakash A. Melwani	81,215,559	378,787	9,882,320

(b) The proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2014 was approved based on the following votes:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstaining</b>
76,976,341	746,817	13,753,508

(c) The proposal regarding the advisory vote to approve the compensation of the Company's named executive officers was approved based on the following votes:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstaining</b>	<b>Broker Non-Votes</b>
79,410,321	2,097,000	87,025	9,882,320

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CROCS, INC.

Date: June 12, 2014

By:

/s/ Daniel J. Hart  
Daniel J. Hart  
*Executive Vice President, Chief Legal and  
Administrative Officer*