

DECKERS OUTDOOR CORP

Form DEFR14A

April 11, 2007

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. 1)**

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 Pursuant to §240.14a-12

**Deckers Outdoor Corporation**  
**(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):

☒ x No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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☐ Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**EXPLANATORY NOTE**

The Registrant's definitive proxy statement for its 2007 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on April 9, 2007 is hereby amended to restate the information contained in the Summary Compensation Table and accompanying footnotes for the year ended December 31, 2006. The Summary Compensation Table contained in the Registrant's previously filed definitive proxy statement inadvertently omitted the column entitled "Total," and footnote 6 inadvertently did not make reference to the column entitled "All Other Compensation." Set forth below is the corrected Summary Compensation Table containing the "Total" column and corrected footnote 6. Other than the inclusion of such column and corrected footnote, there are no other changes to the information contained in the table, the accompanying footnotes or elsewhere in the Registrant's definitive proxy statement from the version filed on April 9, 2007.

**SUMMARY COMPENSATION TABLE**

The following table sets forth for the year ended December 31, 2006, the reportable compensation paid or awarded to the Named Executive Officers.

| Name and principal position  | Year | Salary (\$) | Stock Awards (\$ (1)) | Option Awards (\$ (2)) | Non-Equity Incentive Plan Compensation (\$ (3)) | All Other Compensation (\$ (4)) | Total (\$)   |
|--|------|-------------|-----------------------|------------------------|---|---------------------------------|--------------|
|  |      |             |                       |                        |   |                                 |              |
| Angel R. Martinez<br>Chief Executive Officer and President   | 2006 | \$ 500,000  | \$ 477,109            | \$                     | \$ 850,000                                      | \$                              | \$ 1,827,109 |
| Zohar Ziv<br>Chief Financial Officer and Executive Vice President of Finance and Administration            | 2006 | 248,110(5)  | 138,014               |                        | 251,250   | 15,856(6)                       | 653,230      |
| Constance X. Rishwain<br>President of the Simple & UGG Divisions   | 2006 | 225,000     | 70,250                | 66,520                 | 421,875   |                                 | 783,645      |
| Colin G. Clark<br>Vice President of International Operations   | 2006 | 225,000     | 61,232                |                        | 253,125   | 24,000                          | 563,357      |
| Patrick C. Devaney<br>Senior Vice President and Vice President Global Sourcing, Production and Development | 2006 | 200,000     | 70,250                | 61,880                 | 201,000   |                                 | 533,130      |

(1) The amounts in this column are calculated based on provisions of FAS 123(R). See note 1(h) of the consolidated financial statements of the Company's Annual Report on Form 10-K for the year ended December 31, 2006 regarding assumptions underlying valuation of equity awards.

(2) The amounts in this column are calculated based on provisions of FAS 123(R). See note 6 of the consolidated financial statements of the Company's Annual Report on Form 10-K for the year ended December 31, 2006

regarding assumptions underlying valuation of equity awards.

- (3) The amounts in this column reflect the cash awards to the named individuals under the Annual Incentive Plan, which is discussed in further detail on page 12 under the heading Annual Non-Equity Incentive Plan Compensation.
- (4) The amounts in this column reflect, for each respective named executive, a housing allowance for relocation paid by the Company to the executives, except as noted in footnote (6) below.
- (5) The amount of Mr. Ziv's salary is prorated based on his effective date of employment, which was March 6, 2006.
- (6) In addition to the item noted in footnote (4) above, the amount shown under All Other Compensation for Mr. Ziv includes \$1,200 received as a matching contribution paid by the Company pursuant to the 401(k) defined contribution plan, which is more fully described on page 14 under the heading Perquisites and Other Personal Benefits.