

Crocs, Inc.
Form 3
January 29, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Ribatt Gregg		(Month/Day/Year)	Crocs, Inc. [CROX]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/27/2014		
29 HILLTOP ROAD			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
CHESTNUT HILL, MA 02467			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

Series A Convertible Preferred Stock ⁽¹⁾	^ (2)	^ (2)	Common Stock	68,965.5 ⁽²⁾	\$ 14.5 ⁽²⁾	D	^
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ribatt Gregg 29 HILLTOP ROAD CHESTNUT HILL, MA 02467	^ X	^	^	^

Signatures

/s/ Gregg S. Ribatt 01/29/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

- Mr. Ribatt, a senior advisor of Blackstone Management Partners L.L.C., which is affiliated with The Blackstone Group L.P. ("Blackstone"), is a member of the board of directors of Crocs, Inc. (the "Issuer"). Certain affiliates of Blackstone have filed a separate
- (1) Form 3 reporting securities of the Issuer that they may be deemed to beneficially own. Mr. Ribatt disclaims beneficial ownership of any securities of the Issuer that may be deemed to be beneficially owned by affiliates of Blackstone.
 - (2) The number of common stock of the Issuer, having par value of \$0.001 per share (the "Common Stock") deliverable upon conversion of each share of Series A Convertible Preferred Stock, par value \$0.001 per share (the "Preferred Stock") is equal to 68.9655 shares, subject to customary anti-dilution and other adjustments. The Preferred Stock is convertible at any time and has no expiration date. The Issuer may mandatorily convert the Preferred Stock into Common Stock after January 27, 2017, if certain conditions are met.

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Remarks:
No securities are beneficially owned.

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.