

Jacobi Peter A  
Form 4  
June 07, 2012

**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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Jacobi Peter A

(Last) (First) (Middle)

C/O CROCS, INC. 7477 E DRY  
CREEK PARKWAY

(Street)

NIWOT, CO 80503

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/05/2012

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	06/05/2012		A	(A) or (D) 6,068 (1)	\$ 0 7,190	D	
Common Stock	06/05/2012		A	(A) or (D) 8,496 (2)	\$ 0 15,686	D	
Common Stock					31,945 (3)	I	By Trust (4)

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  
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SEC 1474  
(9-02)

number.

**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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Jacobi Peter A  
C/O CROCS, INC. 7477 E DRY CREEK PARKWAY X  
NIWOT, CO 80503

## Signatures

/s/ Dan Hart,  
Attorney-in-Fact 06/07/2012

\*\*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).

Pursuant to the issuer's Board of Directors Compensation Plan, the Board of Directors granted \$100,000 of common stock to each  
(1) non-employee director under the issuer's 2007 Equity Incentive Plan (As Amended and Restated), based on the \$16.48 closing price of the common stock on June 5, 2012, as quoted on the NASDAQ Global Select Market.

Pursuant to the issuer's Board of Directors Compensation Plan, the reporting person elected to receive \$140,000 of restricted stock issued  
(2) under the issuer's 2007 Equity Incentive Plan (As Amended and Restated) in lieu of cash compensation. The restricted stock issued to the reporting person is based on the \$16.48 closing price of the common stock on June 5, 2012, as quoted on the NASDAQ Global Select Market. The restricted stock vests in four equal installments on September 5, 2012, December 5, 2012, March 5, 2013 and June 5, 2013.

(3) Includes 1,122 shares previously held directly by the reporting person, which were re-registered in the name of the Peter A. Jacobi and Mary Louise Jacobi Living Trust.

(4) The reporting person is a trustee of the Peter A. Jacobi and Mary Louise Jacobi Living Trust and exercises voting and investment power for the shares beneficially owned by the trust.

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.