

SKECHERS USA INC
 Form 4
 May 02, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GREENBERG MICHAEL

(Last) (First) (Middle)

228 MANHATTAN BEACH BLVD.

(Street)

MANHATTAN BEACH, CA 90266

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SKECHERS USA INC [SKX]

3. Date of Earliest Transaction
 (Month/Day/Year)
04/28/2016

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)
President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | | | | (A) Amount Price | 8,292 ⁽¹⁾ | I | By Chase Greenberg Custodial Account |
| Class A Common Stock | | | | (A) Amount Price | 8,292 ⁽¹⁾ | I | By Harrison Greenberg Custodial Account |
| Class A Common Stock | | | | (A) Amount Price | 8,292 ⁽¹⁾ | I | By MacKenna Greenberg |

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| | | | |
|----------------------------|-------------------|---|--|
| Class A Common Stock | 9,228 <u>(1)</u> | I | Custodial Account By Custodial Account for Chase Greenberg |
| Class A Common Stock | 9,228 <u>(1)</u> | I | By Custodial Account for Harrison Greenberg |
| Class A Common Stock | 9,228 <u>(1)</u> | I | By Custodial Account for MacKenna Greenberg |
| Class A Common Stock | 5,124 <u>(1)</u> | I | By Cust. Acct. for Chase Greenberg |
| Class A Common Stock | 5,124 <u>(1)</u> | I | By Cust. Acct. for Harrison Greenberg |
| Class A Common Stock | 5,124 <u>(1)</u> | I | By Cust. Acct. for MacKenna Greenberg |
| Class A Common Stock | 27,594 <u>(1)</u> | I | By Chase Greenberg 2003 Irrevocable Trust |
| Class A Common Stock | 27,594 <u>(1)</u> | I | By Harrison Greenberg 2003 Irrevocable Trust |
| Class A Common Stock | 27,594 <u>(1)</u> | I | By MacKenna Greenberg 2003 Irrevocable Trust |

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| | | | | | | | |
|----------------------------|------------|------------------|---------|---|--------------|-------------|---|
| Class A Common Stock | 04/28/2016 | C ⁽²⁾ | 64,754 | A | <u>(2)</u> | 616,433.258 | D |
| Class A Common Stock | 04/28/2016 | S | 64,754 | D | \$ 33.866 | 551,679.258 | D |
| Class A Common Stock | 05/02/2016 | C ⁽²⁾ | 135,246 | A | <u>(2)</u> | 686,925.258 | D |
| Class A Common Stock | 05/02/2016 | S | 135,246 | D | \$ 33.866 | 551,679.258 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock ⁽³⁾ | <u>(4)</u> | | | | | <u>(4)</u> <u>(4)</u> | Class A Common Stock | 40,350 |
| Class B Common Stock ⁽³⁾ | <u>(4)</u> | | | | | <u>(4)</u> <u>(4)</u> | Class A Common Stock | 40,350 |
| Class B Common Stock ⁽³⁾ | <u>(4)</u> | | | | | <u>(4)</u> <u>(4)</u> | Class A Common Stock | 40,350 |

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Holders of Class A Common Stock and Class B Common Stock generally have identical rights, except that holders of Class A Common

(3) Stock are entitled to one vote per share while holders of Class B Common Stock are entitled to ten votes per share on matters to be voted on by shareholders.

Shares of Class B Common Stock are convertible into Class A Common Stock on a one-for-one basis for no additional consideration at

(4) any time, with no expiration date, upon voluntary conversion by the holder of such shares or immediately prior to any sale or transfer of such shares with certain exceptions.

Shares held by The Michael Greenberg Trust, of which Michael Greenberg is sole beneficiary and trustee, and therefore Mr. Greenberg is

(5) deemed to own the securities directly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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