Teffner Carrie W. Form 4 March 12, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

2005

0.5

Estimated average

Expires:

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

may continue.

See Instruction

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Teffner Carrie W. Issuer Symbol Crocs, Inc. [CROX] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O CROCS, INC. 7477 E DRY 03/08/2018 below) CREEK PARKWAY EVP, Chief Financial Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NIWOT, CO 80503 Person (City) (Zip) (State)

| (- 3) | () | 1 abi | e I - Non-D | erivative Se | curitie | es Acqu | nrea, Disposea o | i, or Beneficiali | ly Owned |
|-----------------|---------------------|--------------------|--------------------------|----------------|-----------|--------------|------------------|-------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securitie | s Acqu | iired | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | n(A) or Disp | osed o | f (D) | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code (Instr. 3, 4 and 5) | | | Beneficially | (D) or | Beneficial | |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned | Indirect (I) | Ownership |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | (4) | | Reported | | |
| | | | | | (A) | | Transaction(s) | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 03/08/2018 | | A | 115,759 (1) | A | \$0 | 553,877 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table I. Non Desirative Securities Assured Disposed of an Deneficially Or

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

Edgar Filing: Teffner Carrie W. - Form 4

| 1. Title o | of 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Title | e and | 8. Price of | 9. Nu |
|------------|---------------|---------------------|--------------------|------------|------------|--------------|-------------|----------|----------|-------------|--------|
| Derivativ | ve Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Securi | ties | (Instr. 5) | Bene |
| | Derivative | | • | | Securities | | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | ` |
| | | | | | 4, and 5) | | | | | | |
| | | | | | , , | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | Date | Title IN | Number | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Teffner Carrie W. C/O CROCS, INC. 7477 E DRY CREEK PARKWAY NIWOT, CO 80503

EVP, Chief Financial Officer

Signatures

/s/ Dan Hart,
Attorney-in-Fact
03/12/2018

**Signature of Reporting Person Dat

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).

metrics are achieved, provided that the reporting person remains employed by the issuer as of each vesting date.

Represents 115,759 restricted stock units granted to the reporting person under the issuer's 2015 Equity Incentive Plan. Each restricted stock unit represents the contingent right to receive one share of the issuer's common stock. The restricted stock units vest as follows: (i)

23,149 of the restricted stock units vest in three equal annual installments on March 8, 2019, March 8, 2020 and March 8, 2021, provided that the reporting person remains employed by the issuer as of each vesting date, and (ii) up to 92,610 of the restricted stock units vest in three equal annual installments beginning on the date in 2019 that the issuer's compensation committee certifies that certain performance

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.

Reporting Owners 2