

SKECHERS USA INC
 Form 4
 February 10, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Schwartzberg Gil

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 269 S. BEVERLY DRIVE, #1315
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/16/2013

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

BEVERLY HILLS, CA 90212

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
 (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 | 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 Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | | | |

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| Derivative Security | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am Nun Sha |
|-------------------------------------|------|---|-----------|---------|------------------|-----------------|-----------------------|------------------|
| Class B Common Stock ⁽¹⁾ | G | V | | 277,410 | <u>(2)</u> | <u>(2)</u> | Class A Common Stock | 27 |
| Class B Common Stock ⁽¹⁾ | G | V | | 9,242 | <u>(2)</u> | <u>(2)</u> | Class A Common Stock | 9 |
| Class B Common Stock ⁽¹⁾ | G | V | | 277,410 | <u>(2)</u> | <u>(2)</u> | Class A Common Stock | 27 |
| Class B Common Stock ⁽¹⁾ | G | V | | 9,242 | <u>(2)</u> | <u>(2)</u> | Class A Common Shares | 9 |
| Class B Common Stock ⁽¹⁾ | G | V | 1,500,000 | | <u>(2)</u> | <u>(2)</u> | Class A Common Stock | 1,5 |
| Class B Common Stock ⁽¹⁾ | G | V | 1,500,000 | | <u>(2)</u> | <u>(2)</u> | Class A Common Stock | 1,5 |
| Class B Common Stock ⁽¹⁾ | | | | | <u>(2)</u> | <u>(2)</u> | Class A Common Stock | 73 |

Class B
Common
Stock (1)

(2)

(2)

(2)

Class A
Common
Stock 7

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Schwartzberg Gil 269 S. BEVERLY DRIVE, #1315 BEVERLY HILLS, CA 90212 | | | X | |

Signatures

Gil
Schwartzberg 02/10/2014

**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).

Holders of Class A Common Stock and Class B Common Stock generally have identical rights, except that holders of Class A Common 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 any time, with no expiration date, upon voluntary conversion by the holder of such shares or upon any sale or transfer of such shares with certain exceptions.

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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.