

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM S-1

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

### CROCS, INC.

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**3021**  
(Primary Standard Industrial  
Classification Code Number)

**20-2164234**  
(I.R.S. Employer  
Identification No.)

**6273 Monarch Park Place**  
**Niwot, Colorado 80503**  
**(303) 468-4260**

(Address, including zip code and telephone number, including area code, of Registrant's principal executive offices)

**Ronald R. Snyder**  
**President and Chief Executive Officer**  
**Crocs, Inc.**

**6273 Monarch Park Place**  
**Niwot, Colorado 80503**  
**(303) 468-4260**

(Name, address, including zip code and telephone number, including area code, of agent for service)

#### Copies to:

**James H. Carroll, Esq.**  
**Faegre & Benson LLP**  
**1900 Fifteenth Street**  
**Boulder, Colorado 80302**  
**Phone: (303) 447-7700**  
**Fax: (303) 447-7800**

**William J. Campbell, Esq.**  
**Faegre & Benson LLP**  
**3200 Wells Fargo Center**  
**1700 Lincoln Street**  
**Denver, Colorado 80203**  
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**Jeffrey D. Saper, Esq.**  
**Donna M. Petkanics, Esq.**  
**Wilson Sonsini Goodrich & Rosati, P.C.**  
**650 Page Mill Road**  
**Palo Alto, California 94304**  
**Phone: (650) 493-9300**  
**Fax: (650) 493-6811**

Approximate date of commencement of proposed sale to public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:  333-127526

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box:

#### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)(2)(3)	Amount of Registration Fee
Common Stock, \$.001 par value	\$11,385,000	\$1,218.20

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) of the Securities Act of 1933, as amended.

(2) Includes offering price of shares that the underwriters have the option to purchase to cover over-allotments, if any.

- (3) The \$11,385,000 proposed maximum aggregate offering price is in addition to \$227,700,000 registered pursuant to the Registration Statement on Form S-1 (File No. 333-127526).

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**This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.**

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#### **EXPLANATORY NOTE**

Crocs, Inc., a Delaware corporation, is filing this registration statement with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of registering an increase in proposed maximum aggregate offering price of \$11,385,000 of securities of the same class as were included in our Registration Statement on Form S-1 (File No. 333-127526), as amended (the "Prior Registration Statement"), which was declared effective by the Securities and Exchange Commission on February 7, 2006. The contents of the Prior Registration Statement, including the exhibits thereto, are hereby incorporated in their entirety by reference.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules**

(a) *Exhibits*

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Faegre & Benson LLP.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Samson Belair Deloitte & Touche s.e.n.c.r.l.
23.3	Consent of Faegre & Benson LLP (included in Exhibit 5.1).
24.1**	Powers of Attorney.

\*\* Previously filed in connection with the Registration Statement on Form S-1 (file no. 333-127536).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Niwot, Colorado, on February 7, 2006.

CROCS, INC.

By  /s/ RONALD R. SNYDER

Ronald R. Snyder  
*President and Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on February 7, 2006 by the following persons in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u> /s/ RONALD R. SNYDER</u> Ronald R. Snyder	President and Chief Executive Officer and Director (Principal Executive Officer)
<u> /s/ CARYN D. ELLISON</u> Caryn D. Ellison	Vice President Finance and Chief Financial Officer (Principal Financial and Accounting Officer)
<u> *</u> George B. Boedecker, Jr.	Director
<u> *</u> Raymond D. Croghan	Director
<u> *</u> Michael E. Marks	Director
<u> *</u> Mark A. Retzliff	Chairman of the Board of Directors
<u> *</u> Richard L. Sharp	Director
<u> *</u> Thomas J. Smach	Director
<u> *</u> Brad L. Stoffer	

\*By:  /s/ RONALD R. SNYDER  
Ronald R. Snyder  
*Attorney-In-Fact*

## EXHIBIT INDEX

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[FAEGRE & BENSON LLP LETTERHEAD]

February 7, 2006

Crocs, Inc.  
6273 Monarch Park Place  
Niwot, Colorado 80503

**Re: Registration Statement on Form S-1**

Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933, as amended (the "Act"), of the proposed sale of up to 11,385,000 shares of Common Stock, par value \$.001 per share (the "Shares"), of Crocs, Inc., a Delaware corporation (the "Company"), we have examined such corporate records and other documents, including the Registration Statement on Form S-1 relating to such Shares (as such Registration Statement may be amended from time to time, the "Registration Statement"), and have reviewed such matters of law as we have deemed necessary for this opinion, and we advise you that in our opinion:

1. The Company is a corporation duly organized and existing under the laws of the State of Delaware.
2. When the Shares to be sold by the Company are issued and sold as contemplated in the Registration Statement, with payment for the Shares received by the Company in the manner described in the Underwriting Agreement, such Shares will be duly authorized by all necessary corporate action of the Company, legally and validly issued and fully paid and nonassessable.
3. The Shares to be sold by the Selling Stockholders have been duly authorized by all necessary corporate action of the Company, are legally and validly issued and fully paid and nonassessable.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

We consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name under the heading "Legal Matters" in the Prospectus constituting a part of the Registration Statement and to the reference to our firm wherever appearing therein. In giving such consent, we do not thereby admit we are within the category of persons whose consent is required under Section 7 of the Act or the rules thereunder.

Very truly yours,

Faegre & Benson LLP

/s/ FAEGRE & BENSON LLP

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[Exhibit 5.1](#)

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**Exhibit 23.1**

**Consent of Independent Registered Public Accounting Firm**

We consent to the use in this Registration Statement on Form S-1 of our report dated August 14, 2005 (January 30, 2006 as to the effects of the stock split described in Note 20) relating to the consolidated financial statements of Crocs, Inc. appearing in the Prospectus, which is part of this Registration Statement.

We also consent to the reference to us under the heading "Experts" in such prospectus.

/s/ Deloitte & Touche LLP  
Denver, Colorado  
February 7, 2006

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**Exhibit 23.2**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the use in this Registration Statement on Form S-1 of our report dated August 11, 2005 relating to the financial statements of Finproject N.A Inc. appearing in the Prospectus, which is part of this Registration Statement. We also consent to the reference to us under the heading "Experts" in such Prospectus.

/s/ Samson, Bélair Deloitte & Touche s.e.n.c.r.l

Quebec, Canada  
February 3, 2006

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