

OMB APPROVAL	
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INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person* CROGHAN RAYMOND D <hr/> (Last) (First) (Middle) C/O CROCS, INC., 6273 MONARCH PARK PLACE <hr/> (Street) NIWOT CO 80503 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/07/2006	3. Issuer Name and Ticker or Trading Symbol Crocs, Inc. [CROX]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares ^M			
Series A Preferred Stock	(1)	(1)	Series A Preferred Stock	677,498	\$ (1)	D	
Series A Preferred Stock ⁽²⁾	(1)	(1)	Series A Preferred Stock	33,875	\$ (1)	I	By trust
Series A Preferred Stock ⁽²⁾	(1)	(1)	Series A Preferred Stock	33,875	\$ (1)	I	By trust
Employee Stock Option (right to buy)	⁽³⁾	08/31/2011	Common Stock	116,810	\$ 1.02	D	
Employee Stock Option (right to buy)	⁽⁴⁾	08/31/2012	Common Stock	29,203	\$ 7.15	D	

Explanation of Responses:

1. Immediately prior to the anticipated closing date of the Issuer's initial public offering ("IPO") of its common stock, par value \$.001 per share, the Issuer will amend and restate its Certificate of Incorporation in order to, among other things, reclassify each of the Issuer's then-outstanding shares of Series A Preferred Stock as common stock (the "Reclassification"). Shares of Series A Preferred Stock will be automatically converted into common stock immediately prior to any sale of such shares, including any sales made in the IPO. After the Reclassification, the Issuer will have no outstanding preferred stock and one class of outstanding common stock. The Series A Preferred Stock has no expiration date and is convertible into shares of common stock on a one-for-one basis.
2. The reporting person disclaims beneficial ownership of these securities except to the extent that the reporting person is deemed to have a pecuniary interest in the securities, and this report shall not be deemed an admission that the reporting person is the beneficial owners of such securities for purposes of Section 16 or any other purpose.
3. The option is exercisable in four equal annual installments. The first installment became exercisable on September 1, 2005, and the next three installments become exercisable on September 1, 2006, September 1, 2007 and September 1, 2008. The option is subject to early exercise.
4. The option is exercisable in four equal annual installments. The installments become exercisable on September 1, 2006, September 1, 2007, September 1, 2008 and September 1, 2009. The option is subject to early exercise.

/s/ John Gaddis, Attorney in fact 02/07/2006

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5(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).

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

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 Number.

POWER OF ATTORNEY

I, Raymond D. Croghan, hereby authorize and designate each of Caryn Ellison, Erik Rebich, John Gaddis and Maura Coffin, signing singly, as my true and lawful attorney in fact to:

- (1) execute for and on my behalf, in my capacity as an officer and/or director of Crocs, Inc. (the "Company"), the Form ID and Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act");
 - (2) do and perform any and all acts for and on my behalf which may be necessary or desirable to complete and execute any such Form ID or Form 3, 4 or 5 and timely file such form with the Securities and Exchange Commission, and
 - (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be to my benefit, in my best interest, or legally required of me, it being understood that I hereby further grant to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted.
- This Power of Attorney shall remain in full force and effect until I am no longer required to file the Form ID or Forms 3, 4 and 5 with respect to my holdings of and transactions in securities issued by the Company, unless otherwise stated.
- IN WITNESS WHEREOF, I have caused this Power of Attorney to be duly executed as of this ___ day of November, 2005.

/s/ Raymond D. Croghan
Raymond D. Croghan