

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* RETZLOFF MARK <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)
Common Stock	642,455	I	By Retzlloff Family Company, LLLP ⁽¹⁾

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			
Employee Stock Option (right to buy)	(2)	08/31/2011	Common Stock	116,810	\$ 1.02	D	
Employee Stock Option (right to buy)	(3)	08/31/2012	Common Stock	29,203	\$ 7.15	D	

Explanation of Responses:

- Mr. Retzloff is the managing partner of Retzloff Family Company, LLLP and exercises voting and investment power over all of these shares.
- 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.
- 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 02/07/2006
in fact

** Signature of Reporting Date
Person

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.

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