

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>TREFF DOUGLAS J</u>  (Last) (First) (Middle) <u>C/O CROCS, INC. 7477 EAST DRY CREEK PKWY</u>  (Street) <u>NIWOT CO 80503</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Crocs, Inc. [ CROX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/06/2016</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/06/2016		A		9,728 <sup>(1)</sup>	A	\$0.00	9,728	D	
Common Stock	06/06/2016		A		12,160 <sup>(2)</sup>	A	\$0.00	21,888	D	

**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 Derivative Security	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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

**Explanation of Responses:**

- Pursuant to the issuer's Board of Directors Compensation Plan, the Board of Directors granted \$100,000 of common stock to each non-employee director under the issuer's 2015 Equity Incentive Plan, based on the \$10.28 closing price of the stock on June 6, 2016 as quoted on the NASDAQ Global Select Market.
- Pursuant to the issuer's Board of Directors Compensation Plan, the reporting person elected to receive \$125,000 of restricted stock issued under the issuer's 2015 Equity Incentive Plan, in lieu of cash compensation. The restricted stock issued to the reporting person is based on the \$10.28 closing price of the common stock on June 6, 2016, as quoted on the NASDAQ Global Select Market. The restricted stock vests in four equal installments on September 6, 2016, December 6, 2016, March 6, 2017 and June 6, 2017.

**Remarks:**

/s/ Dan Hart, Attorney-in-Fact 06/08/2016

\*\* 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 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).

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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