

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Teffner Carrie W.</u> (Last) (First) (Middle) <u>C/O CROCS, INC. 7477 E DRY CREEK PARKWAY</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/16/2015</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	12/16/2015		D		1,328 ⁽¹⁾	D	\$0.00	7,962	D	
Common Stock	12/16/2015		A		80,148 ⁽²⁾⁽³⁾	A	\$0.00	88,110	D	
Common Stock	12/16/2015		A		80,148 ⁽²⁾⁽⁴⁾	A	\$0.00	168,258	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		Date Exercisable	Expiration Date					

Explanation of Responses:

- Effective December 16, 2015, Carrie Teffner was appointed Executive Vice President and Chief Financial Officer of the Issuer, and she resigned as a member of the issuer's Board of Directors. In connection with her resignation from the Board of Directors, 1,328 shares of restricted stock previously awarded for board service were cancelled.
- Represents restricted stock units granted to the reporting person under the issuer's 2015 Equity Incentive Plan. Each restricted stock unit represents the contingent right to receive one share of the issuer's common stock.
- The restricted stock units vest in three equal annual installments on December 16, 2016, December 16, 2017 and December 16, 2018, provided that the reporting person remains in continuous service with the issuer as of each vesting date.
- The restricted stock units vest based on the achievement of certain stock prices of the issuer over a four year period from the grant date, provided that the reporting person remains in continuous service with the issuer as of each vesting date (subject to certain exceptions).

Remarks:

/s/ Dan Hart, Attorney-in-Fact 12/18/2015

** 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.

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.