

Crocs, Inc.

Form 3

January 29, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Blackstone Holdings III L.P.

(Last)

(First)

(Middle)

C/O THE BLACKSTONE
GROUP L.P.,Â 345 PARK
AVENUE

(Street)

NEW YORK,Â NYÂ 10154

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/27/2014

3. Issuer Name **and** Ticker or Trading Symbol
Crocs, Inc. [CROX]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line)

☐ 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
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.****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)Date
ExercisableExpiration
Date3. Title and Amount of Securities
Underlying Derivative Security
(Instr. 4)Title
Amount or Number
of Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

						or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	13,689,858.6465	\$ 14.5 (1)	I	See Footnotes (2) (4) (5) (6)
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	34,275.8535	\$ 14.5 (1)	I	See Footnotes (3) (4) (5) (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone Holdings III L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Capital Partners VI L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE, NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Family Investment Partnership VI ESC L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE, NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Management Associates VI L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
BMA VI L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE, NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Holdings III GP L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Holdings III GP Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Group L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Group Management L.L.C. C/O THE BLACKSTONE GROUP	Â	Â X	Â	Â

345 PARK AVENUE
NEW YORK, NY 10154

SCHWARZMAN STEPHEN A
C/O THE BLACKSTONE GROUP
345 PARK AVENUE
NEW YORK, NY 10154

^ ^ X ^ ^

Signatures

BLACKSTONE CAPITAL PARTNERS VI L.P. By: Blackstone Management Associates VI L.L.C., its general partner, By: BMA VI L.L.C., its sole member; By: /s/ John G. Finley; Title: Chief Legal Officer	01/29/2014
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**Signature of Reporting Person	Date
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BLACKSTONE FAMILY INVESTMENT PARTNERSHIP VI-ESC L.P., By: BCP VI Side-by-Side GP L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer	01/29/2014
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**Signature of Reporting Person	Date
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BLACKSTONE MANAGEMENT ASSOCIATES VI L.L.C. By: BMA VI L.L.C., its sole member By: /s/ John G. Finley; Title: Chief Legal Officer	01/29/2014
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**Signature of Reporting Person	Date
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BMA VI L.L.C. By: /s/ John G. Finley; Title: Chief Legal Officer	01/29/2014
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**Signature of Reporting Person	Date
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BLACKSTONE HOLDINGS III L.P.; By: Blackstone Holdings III GP L.P., its general partner; By: Blackstone Holdings III GP Management L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer	01/29/2014
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**Signature of Reporting Person	Date
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BLACKSTONE HOLDINGS III GP L.P.; By: Blackstone Holdings III GP Management L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer	01/29/2014
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**Signature of Reporting Person	Date
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BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer	01/29/2014
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**Signature of Reporting Person	Date
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THE BLACKSTONE GROUP L.P.; By: Blackstone Group Management L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer	01/29/2014
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**Signature of Reporting Person	Date
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BLACKSTONE GROUP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer	01/29/2014
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**Signature of Reporting Person	Date
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STEPHEN A SCHWARZMAN /s/ Stephen A. Schwarzman	01/29/2014
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**Signature of Reporting Person	Date
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Explanation of Responses:

* 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).

(1)

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The number of common stock of Crocs, Inc. (the "Issuer"), having par value of \$0.001 per share (the "Common Stock") deliverable upon conversion of each share of Series A Convertible Preferred Stock, par value \$0.001 per share (the "Preferred Stock") is equal to 68.9655 shares, subject to customary anti-dilution and other adjustments. The Preferred Stock is convertible at any time and has no expiration date. The Issuer may mandatorily convert the Preferred Stock into Common Stock after January 27, 2017, if certain conditions are met.

(2) These securities are directly held by Blackstone Capital Partners VI L.P. ("BCP VI").

(3) These securities are directly held by Blackstone Family Investment Partnership VI-ESC L.P. ("BFIP VI", together with BCP VI, the "Partnerships").

The general partner of BCP VI is Blackstone Management Associates VI L.L.C. The sole member of Blackstone Management Associates VI L.L.C. is BMA VI L.L.C. The general partner of BFIP VI is BCP VI Side-by-Side GP L.L.C. The sole member of each of BCP VI Side-by-Side GP L.L.C. and BMA VI L.L.C. is Blackstone Holdings III L.P. The general partner of Blackstone Holdings III L.P. is

(4) Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.

(5) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

Each of such Blackstone entities and Mr. Schwarzman may be deemed to beneficially own the shares beneficially owned by the Partnerships directly or indirectly controlled by it or him, but each (other than the Partnerships to the extent of their direct holdings)

(6) disclaims beneficial ownership of such shares, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

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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