

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

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SKECHERS U.S.A., INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation Or organization)

228 Manhattan Beach Boulevard
Manhattan Beach, California
(Address of Principal Executive Offices)

95-4376145
(I.R.S. Employer
Identification Number)

90266
(Zip Code)

AMENDED AND RESTATED
1998 STOCK OPTION, DEFERRED STOCK
AND RESTRICTED STOCK PLAN
(Full Title of the Plan)

Robert Greenberg
Chairman of the Board and Chief Executive Officer
Skechers U.S.A., Inc.
228 Manhattan Beach Boulevard
Manhattan Beach, California 90266
(Name and Address of Agent for Service)

(310) 318-3100
(Telephone Number, Including Area Code, of Agent for Service)

Copies to

Ted Weitzman, Esq.
Associate General Counsel
Skechers U.S.A., Inc.
228 Manhattan Beach Boulevard
Manhattan Beach, California 90266
Telephone (310) 318-3100
Facsimile (310) 798-7961

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Class A Common Stock, \$.001 par value	3,000,000	\$22.62	\$67,860,000	\$7,262

- (1) 5,215,154 shares of Class A Common Stock were registered on September 13, 1999 and 3,000,000 shares of Class A Common Stock were registered on October 5, 2001, for which registration fees were previously paid. The foregoing fee is for the registration of the additional 3,000,000 shares of Class A Common Stock covered by this Registration Statement. This Registration Statement shall also cover an indeterminate number of shares of Class A Common Stock that may be issuable by reason of any stock dividend, stock split, recapitalization or other similar transactions pursuant to Rule 416 of the Securities Act of 1933, as amended.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee, and based upon the average of the high and low prices of the Class A Common Stock as reported on the New York Stock Exchange on June 14, 2006, pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended.

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**REGISTRATION OF ADDITIONAL SECURITIES
PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement registers an additional 3,000,000 shares of our Class A Common Stock to be issued pursuant to our Amended and Restated 1998 Stock Option, Deferred Stock and Restricted Stock Plan. Accordingly, the contents of the previous Registration Statements on Form S-8 (File Nos. 333-87011 and 333-71114) filed by us with the Securities and Exchange Commission (“SEC”) on September 13, 1999 and October 5, 2001, respectively (the “Previous Registration Statements”), including periodic reports that we filed after the first of the Previous Registration Statements to maintain current information about us, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8. The reports we have most recently filed with the SEC are listed below:

- (a) Our Annual Report on Form 10-K for the year ended December 31, 2005 filed with the SEC on March 16, 2006;
- (b) Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2006 filed with the SEC on May 10, 2006;
- (c) Our Current Reports on Form 8-K filed with the SEC on January 4, 2006, February 14, 2006, February 22, 2006, April 26, 2006 and June 6, 2006;
- (d) Our Definitive Proxy Statement filed with the SEC on May 1, 2006; and
- (e) The description of the Common Stock contained in Registrant’s Registration Statement on Form 8-A filed with the SEC on August 20, 1998, as amended by its Form 8-A/A filed with the SEC on May 3, 1999, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities registered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Numbers	Description
4.1	Amended and Restated 1998 Stock Option, Deferred Stock and Restricted Stock Plan.(1)
4.2	Form of Stock Option Agreement for the 1998 Stock Option, Deferred Stock and Restricted Stock Plan.(2)
4.3	Form of Deferred Stock and Restricted Stock Agreement for the 1998 Stock Option, Deferred Stock and Restricted Stock Plan.(3)
4.4	Amendment No. 1 to Amended and Restated 1998 Stock Option, Deferred Stock and Restricted Stock Plan.(4)
4.5	Amendment No. 2 to Amended and Restated 1998 Stock Option, Deferred Stock and Restricted Stock Plan.
5.1	Opinion of Kirkpatrick & Lockhart Nicholson Graham LLP as to the validity of the securities being registered.
23.1	Consent of KPMG LLP.
23.2	Consent of Kirkpatrick & Lockhart Nicholson Graham LLP (contained in Exhibit 5.1).

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- (1) Incorporated by reference to Exhibit 10.1 of the Registrant's Registration Statement on Form S-1 (File No. 333-60065) as filed with the SEC on July 29, 1998.
 - (2) Incorporated by reference to Exhibit 10.2 of Registrant's Registration Statement on Form S-8 (File No. 333-87011) as filed with the SEC on September 13, 1999.
 - (3) Incorporated by reference to Exhibit 10.3 of Registrant's Registration Statement on Form S-8 (File No. 333-87011) as filed with the SEC on September 13, 1999.
 - (4) Incorporated by reference to Exhibit 4.4 of Registrant's Registration Statement on Form S-8 (File No. 333-71114) as filed with the SEC on October 5, 2001.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Manhattan Beach, State of California, on this 15th day of June, 2006.

SKECHERS U.S.A., INC.

By: /s/ ROBERT GREENBERG

Robert Greenberg
Chairman of the Board and
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Greenberg, Michael Greenberg and David Weinberg, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution for him in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ ROBERT GREENBERG</u> Robert Greenberg	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	June 15, 2006
<u>/s/ MICHAEL GREENBERG</u> Michael Greenberg	President and Director	June 15, 2006
<u>/s/ DAVID WEINBERG</u> David Weinberg	Executive Vice President, Chief Operating Officer and Director	June 15, 2006
<u>/s/ FREDERICK SCHNEIDER</u> Frederick Schneider	Chief Financial Officer (Principal Financial and Accounting Officer)	June 15, 2006
<u>/s/ JEFFREY GREENBERG</u> Jeffrey Greenberg	Director	June 15, 2006
<u>/s/ MORTON D. ERLICH</u> Morton D. Erlich	Director	June 15, 2006
<u>/s/ GEYER KOSINSKI</u> Geyer Kosinski	Director	June 15, 2006
<u>/s/ RICHARD SISKIND</u> Richard Siskind	Director	June 15, 2006

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 - (4) Incorporated by reference to Exhibit 4.4 of Registrant's Registration Statement on Form S-8 (File No. 333-71114) as filed with the SEC on October 5, 2001.

SKECHERS U.S.A., INC.
AMENDMENT NO. 2
TO
AMENDED AND RESTATED
1998 STOCK OPTION, DEFERRED STOCK
AND
RESTRICTED STOCK PLAN

Approved on May 30, 2003

The following constitutes the amended provision of the Amended and Restated 1998 Stock Option, Deferred Stock and Restricted Stock Plan (the "Plan") of Skechers U.S.A., Inc. (the "Company"). Pursuant to a unanimous written consent of the Board of Directors dated April 1, 2003, and the approval of the Stockholders obtained at the annual meeting of the Company's Stockholders held on May 30, 2003, the following amendment to the Plan was approved:

1. Section 3(a) of the Plan shall be deleted in its entirety and replaced with the following:

(a) The total number of shares of Stock reserved and available for issuance under the Plan shall be Eleven Million Two Hundred Fifteen Thousand One Hundred Fifty Four (11,215,154) shares.

IN WITNESS WHEREOF, pursuant to the due authorization and adoption of this amendment to the Plan by the Board of Directors and Stockholders on the day and year first above written, the Company has caused this amendment to the Plan to be duly executed by its duly authorized officer.

SKECHERS U.S.A., INC.,
a Delaware corporation

By: /s/ David Weinberg

Name: David Weinberg
Title: Executive Vice President and
Chief Financial Officer

[K&L Logo]
Kirkpatrick & Lockhart
Nicholson Graham LLP

June 15, 2006

Skechers U.S.A., Inc.
228 Manhattan Beach Blvd.
Manhattan Beach, CA 90266

Re: Registration of Shares on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Skechers U.S.A., Inc., a Delaware corporation (the "Company"), in connection with a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission under the Securities Act of 1933 for the registration of an aggregate of 3,000,000 shares (the "Shares") of Class A Common Stock, \$0.001 par value per share, under the Company's Amended and Restated 1998 Stock Option, Deferred Stock and Restricted Stock Plan (the "1998 Stock Plan").

You have requested our opinion as to the matter set forth below in connection with the Registration Statement. For purposes of rendering that opinion, we have examined the Registration Statement, the Company's Certificate of Incorporation, as amended, and Bylaws, as amended, and the corporate actions of the Company that provide for the adoption and subsequent amendments of the 1998 Stock Plan and we have made such other investigation as we have deemed appropriate. We have examined and relied upon certificates of public officials and, as to certain matters of fact that are material to our opinion, we have also relied on a certificate of an officer of the Company in rendering our opinion. In rendering our opinion, we also have made the assumptions that are customary in opinion letters of this kind. We have not verified any of those assumptions.

Our opinion set forth below is limited to the provisions of the Delaware General Corporation Law ("DGCL"). We are not licensed to practice law in the State of Delaware and, accordingly, our opinions as to the DGCL are based solely on a review of the official statutes of the State of Delaware and the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting such statutes and provisions. We are not opining on, and we assume no responsibility for, the applicability to or effect on any of the matters covered herein of any other laws, the laws of any other jurisdiction or the local laws of any jurisdiction

Based upon and subject to the foregoing, it is our opinion that the Shares are duly authorized for issuance by the Company and, when issued and paid for in accordance with the terms of the 1998 Stock Plan and the Registration Statement, will be validly issued, fully paid, and nonassessable.

[K&L Logo]
Kirkpatrick & Lockhart Nicholson Graham LLP

Skechers U.S.A., Inc.
June 15, 2006
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We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving our consent we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the 1933 Act or the rules and regulations thereunder.

Yours truly,

/s/ KIRKPATRICK & LOCKHART NICHOLSON GRAHAM LLP
KIRKPATRICK & LOCKHART NICHOLSON GRAHAM LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
Skechers U.S.A., Inc.:

We consent to the use of our reports dated March 14, 2006, with respect to the consolidated balance sheets of Skechers U.S.A., as of December 31, 2005 and 2004, and the related consolidated statements of operations, stockholders' equity and comprehensive income (loss), and cash flows for each of the years in the three-year period ended December 31, 2005, and the related financial statement schedule, management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2005, and the effectiveness of internal control over financial reporting as of December 31, 2005, incorporated herein by reference.

/s/ KPMG LLP

Los Angeles, California
June 14, 2006