
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)

5139
(Primary Standard Industrial
Classification Code Number)

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

228 Manhattan Beach Boulevard
Manhattan Beach, California 90266
(310) 318-3100
(310) 318-5109 (fax)
(Address of Principal Executive Offices)

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
228 Manhattan Beach Boulevard
Manhattan Beach, California 90266
(310) 318-3100
(310) 318-5109 (fax)
(Name, address, including zip code, and telephone number, including area code,
of Agent for Service)

Copies to

Thomas J. Poletti, Esq.
Ted Weitzman, Esq.
Kirkpatrick & Lockhart LLP
10100 Santa Monica Blvd., 7th Floor
Los Angeles, CA 90067
Telephone (310) 552-5000
Facsimile (310) 552-5001

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. [x]

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)	3,000,000	\$ 10.55	\$ 31,650,000	\$ 7,913

(1) 5,215,154 shares of Class A Common Stock were registered on September 13, 1999. The foregoing fee is for the registration of the

- additional 3,000,000 shares of Class A Common Stock covered by this Registration Statement.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h)(1) of the Securities Act of 1933, as amended.
 - (3) Based upon the average of the high and low prices of the Class A Common Stock on October 2, 2001 in accordance with Rule 457(c) of the Securities Act of 1933, as amended.
-
-

TABLE OF CONTENTS

[PART I](#)

[PART II](#)

[Item 3. Incorporation of Documents by Reference.](#)

[Item 4. Description of Securities.](#)

[Item 5. Interests of Named Experts and Counsel.](#)

[Item 6. Indemnification of Directors and Officers.](#)

[Item 7. Exemption From Registration Claimed.](#)

[Item 8. Exhibits.](#)

[Item 9. Undertakings.](#)

[SIGNATURES](#)

[EXHIBIT 4.4](#)

[EXHIBIT 5](#)

[EXHIBIT 23.1](#)

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing information specified in this Part I are being separately provided to the Registrant's employees, officers, directors and consultants as specified by Rule 428(b)(1).

[Table of Contents](#)

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The documents listed in paragraphs (a) through (f) below are hereby incorporated by reference in this Registration Statement. All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered herein 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 a part hereto from the date of filing of such documents.

- (a) Registrant's Annual Report on Form 10-K for the year ended December 31, 2000 filed with the SEC on April 2, 2001;
- (b) Registrant's Quarterly Report for the quarter ended March 31, 2001 filed with the SEC on May 15, 2001;
- (c) Registrant's Quarterly Report for the quarter ended June 30, 2001 filed with the SEC on August 14, 2001;
- (d) Registrant's Current Report on Form 8-K filed with the SEC on March 27, 2001;
- (e) Registrant's Definitive Proxy Statement filed with the SEC on April 30, 2001; and
- (f) 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.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law allows for the indemnification of officers, directors, and other corporate agents in terms sufficiently broad to indemnify such persons under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act of 1933, as amended (the "Securities Act"). Article VIII of the Registrant's Amended and Restated Certificate of Incorporation and Article VII of the Registrant's Bylaws, as amended, provide for indemnification of the Registrant's directors, officers, employees, and other agents to the extent and under the circumstances permitted by the Delaware General Corporation Law. The Registrant has also entered into agreements with its directors and executive officers that will require the Registrant, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors to the fullest extent not prohibited by law to the extent such costs or expenses are not covered by existing directors and officers insurance. The Registrant carries directors and officers liability insurance covering its directors and officers against liability asserted against or incurred by the person arising out of his or her capacity as a director or officer, including any liability for violations of the Securities Act or the Exchange Act, subject to some exclusions and coverage limitations.

[Table of Contents](#)

Item 7. Exemption From Registration Claimed.

Not applicable.

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.
5	Opinion of Kirkpatrick & Lockhart LLP as to the validity of the securities being registered.
23.1	Consent of KPMG LLP.
23.2	Consent of Kirkpatrick & Lockhart LLP (contained in Exhibit 5).

-
- (1) Incorporated by reference to Exhibit 4.1 of Amendment No. 2 to the Registrant's Registration Statement on Form S-1 (File No. 333-60065) as filed with the SEC on May 12, 1999.
 - (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.

Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's Annual Report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification by the Registrant for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions referenced in Item 6 of this Registration Statement or otherwise, the

Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or

[Table of Contents](#)

controlling person in connection with the securities being registered hereunder, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

[Table of Contents](#)

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 1st day of October, 2001.

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 an 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>
/s/ ROBERT GREENBERG _____ Robert Greenberg	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	October 1, 2001
/s/ MICHAEL GREENBERG _____ Michael Greenberg	President and Director	October 1, 2001
/s/ DAVID WEINBERG _____ David Weinberg	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer)	October 1, 2001
/s/ JEFFREY GREENBERG _____ Jeffrey Greenberg	Director	October 1, 2001
_____ John Quinn	Director	

/s/ ROBERT SIEGEL

Director

October 1, 2001

Robert Siegel

Director

Richard Siskind

SKECHERS U.S.A., INC.
AMENDMENT NO. 1
TO
AMENDED AND RESTATED
1998 STOCK OPTION, DEFERRED STOCK
AND
RESTRICTED STOCK PLAN

Approved on June 1, 2001

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 20, 2001, and the approval of the Stockholders obtained at the annual meeting of the Company's Stockholders held on June 1, 2001, 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 Eight Million Two Hundred Fifteen Thousand One Hundred Fifty Four (8,215,154) shares. Such shares shall consist of authorized but unissued shares. Except in the event that the Stock is a Covered Security, at no time shall the total number of shares issuable upon exercise of all outstanding options and the total number of shares provided for under any stock bonus plan of the issuer exceed the applicable percentage as calculated in accordance with the conditions and exclusions of Section 260.140.45 of the California Corporate Securities Rules, or any successor thereto, based on the shares of the issuer which are outstanding at the time the calculation is made.

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

October 5, 2001

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

Re: Skechers U.S.A., Inc.
Registration Statement on Form S-8
3,000,000 shares issuable upon exercise of options
granted to its officers, directors and employees

Dear Sirs:

We are counsel to Skechers U.S.A., Inc., a Delaware corporation (the "Company"). We have assisted the Company in its preparation of a Registration Statement (the "Registration Statement") on Form S-8 under the Securities Act of 1933, as amended (the "Securities Act"), registering 3,000,000 shares of class A common stock (the "Shares") issuable upon exercise of options granted to officers, directors and employees of the Company (the "Options").

In rendering this opinion, we have considered such questions of law and examined such statutes and regulations, corporate records, certificates and other documents and have made such other examinations, searches and investigations as we have considered necessary. In such examination we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as certified or as photocopies or telecopies. We have not made an independent examination of the laws of any jurisdiction other than California and Delaware and the Federal Law of the United States and we do not express or imply any opinions in respect to the laws of any other jurisdiction. The opinions expressed herein are based on legislation and regulations in effect on the date hereof.

Based on and subject to the foregoing we are of the opinion that the Shares, when issued pursuant to the exercise of the Options and the purchase price therefore has been paid, will be duly and validly issued, fully paid and nonassessable shares of class A common stock.

We hereby consent to the filing of this opinion as an Exhibit to the Registration Statement. This consent is not to be construed as an admission that we are a person whose consent is required to be filed with the Registration Statement under the provisions of the Securities Act.

Sincerely,

/s/ KIRKPATRICK & LOCKHART LLP

Kirkpatrick & Lockhart LLP

Independent Auditor's Consent

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

We consent to the incorporation by reference in the registration statement on Form S-8 of Skechers U.S.A., Inc. of our report dated February 23, 2001 with respect to the consolidated balance sheets of Skechers U.S.A., Inc. and subsidiaries as of December 31, 2000 and 1999, and the related consolidated statements of earnings, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2000 and the related schedule, which report appears in the December 31, 2000 annual report of Form 10-K of Skechers U.S.A., Inc.

/s/ KPMG LLP

Los Angeles, California
October 2, 2001