

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

Current Report Pursuant  
To Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (date of earliest event reported): April 4, 2002

SKECHERS U.S.A., INC.  
(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

001-14429  
(Commission File Number)

95-4376145  
(I.R.S. Employer Identification No.)

228 Manhattan Beach Blvd.  
Manhattan Beach, California 90266  
(Address of Principal Executive Offices, Including Zip Code)

(310) 318-3100  
(Registrant's Telephone Number, Including Area Code)

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### Item 5. Other Events

On April 4, 2002, the Registrant issued a press release announcing the pricing of \$75,000,000 of its 4.50% Convertible Subordinated Notes due 2007 through a private offering. The Notes will accrue interest at 4.5% per annum and will be convertible into the Registrant's Class A common stock, at the option of the holder, at an initial conversion price of \$25.968 per share. A copy of the press release is filed herewith as Exhibit 20.1.

### Item 7. Exhibits

20.1 Press Release of the Registrant dated April 4, 2002

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SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, hereunto duly authorized.

Date: April 8, 2002

SKECHERS U.S.A., INC.

By: /s/ DAVID WEINBERG

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Name: David Weinberg  
Title: Chief Financial Officer

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Exhibit No.	Description
20.1	Press Release of the Registrant dated April 4, 2002

**Skechers USA, Inc. to Sell \$75 Million Convertible Subordinated Notes**

Manhattan Beach, California – April 4, 2002: Skechers USA, Inc. (NYSE: SKX) announced today the pricing of \$75,000,000 of its 4.50% Convertible Subordinated Notes due 2007 (the “Notes”) through a private offering. The initial purchaser also has an option to purchase an additional \$15,000,000 of Notes to cover over-allotments.

The Notes will accrue interest at 4.50% per annum and will be convertible into Skechers Class A common stock, at the option of the holder, at an initial conversion price of \$25.968 per share.

Skechers intends to use the net proceeds of the issuance to repay outstanding amounts under its revolving line of credit. The closing of the offering is subject to customary closing conditions.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the Notes. Any offers of the Notes will be made by means of a private offering circular.

The Notes and the Class A common stock issuable upon conversion thereof have not been registered under the Securities Act of 1933, as amended, or any state securities laws. Unless so registered, the Notes and the Class A common stock issuable upon conversion of the Notes may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act of 1933, as amended, and applicable state securities laws.

SKECHERS USA, Inc., designs, develops and markets branded footwear for men, women and children. The Company offers a balanced assortment of basic and fashionable merchandise, which is sold to department stores and specialty retailers, as well as directly to consumers through company-owned SKECHERS retail stores and e-commerce.

This announcement may contain forward-looking statements, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, which can be identified by the use of forward-looking terminology such as “may,” “will,” “believe,” “belief,” or other comparable terminology. These forward-looking statements involve risks and uncertainties that could cause actual results to differ from those projected in forward-looking statements and reported results shall not be considered an indication of the Company’s future performance. Factors that might cause or contribute to such differences include, among others, a decrease in sales during the back-to-school or holiday selling season, change in consumer demands and fashion trends, potential disruptions in manufacturing related to overseas sourcing, cancellation of order commitments and decreased demand by industry retailers, and the inability to sustain prior growth and other factors affecting retail market conditions, including those factors addressed in the Company’s Annual Report on Form 10-K for the year ended December 31, 2001.

**Contact:** SKECHERS USA, Inc.  
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or  
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