

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 95-4376145
(STATE OR OTHER JURISDICTION OF (I.R.S. EMPLOYER IDENTIFICATION NUMBER)
INCORPORATION OR ORGANIZATION)

228 MANHATTAN BEACH BLVD.
MANHATTAN BEACH, CALIFORNIA 90266
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES AND ZIP CODE)

AMENDED AND RESTATED
1998 EMPLOYEE STOCK PURCHASE PLAN
(FULL TITLE OF THE PLAN)

ROBERT GREENBERG
CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER
SKECHERS U.S.A., INC.
228 MANHATTAN BEACH BLVD.
MANHATTAN BEACH, CALIFORNIA 90266
(310) 318-3100
(NAME AND ADDRESS OF AGENT FOR SERVICE)

COPIES TO:
THOMAS J. POLETTI, ESQ.
JEFFREY S. CANNON, ESQ.
FRESHMAN, MARANTZ, ORLANSKI,
COOPER & KLEIN
9100 WILSHIRE BOULEVARD, SUITE EAST
BEVERLY HILLS, CALIFORNIA 90212
TELEPHONE: (310) 273-1870
FACSIMILE: (310) 274-8357

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]

<TABLE>
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CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	PROPOSED		OFFERING PRICE PER SHARE(1)	AMOUNT OF PRICE(1)	AMOUNT OF REGISTRATION FEE
	AMOUNT TO BE REGISTERED	MAXIMUM AGGREGATE OFFERING PRICE PER REGISTERED			
<S> Class A Common Stock, \$.001 par value	<C> 62,744	<C> \$ 8.500	<C> \$ 533,324		\$ 148
Class A Common Stock, \$.001 par value(2)	2,718,671	\$ 5.625	\$15,292,525		\$4,252
Total	2,781,415	\$15,825,849	\$4,400		

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- (1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) of the Securities Act of 1933, as amended.
(2) Based upon the average of the high and low prices of the Class A Common Stock on September 10, 1999 in accordance with Rule 457(c) of the Securities Act of 1933.

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 participants in the Amended and Restated 1998 Employee Stock Purchase Plan as specified by Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The documents listed in (a) through (c) below have been filed with the Securities and Exchange Commission (the "Commission") by Skechers U.S.A., Inc. (the "Registrant") and are incorporated by reference into this Registration Statement:

(a) Prospectus dated June 9, 1999 including the Prospectus Supplement dated June 15, 1999, each filed pursuant to Rule 424(b) or the Securities Act of 1933, as amended (the "Securities Act").

(b) Quarterly Report on Form 10-Q for the quarter ending June 30, 1999, as filed with the Commission on August 11, 1999 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

(c) The description of the Registrant's Class A Common Stock contained in Amendment No. 1 to the Registrant's Registration Statement on Form 8-A, as filed with the Commission on May 3, 1999 under the Exchange Act.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this registration statement indicating that all securities offered hereby have been sold, or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of the filing of such documents.

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. 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 an officer or director, including any liability for violations of the Securities Act or the Exchange Act, subject to some exclusions and coverage limitations.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

<TABLE>

<CAPTION>

Exhibit

Numbers	Description
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<S> <C>

4	Specimen Certificate of the Registrant's Class A Common Stock(1)
5	Opinion of Freshman, Marantz, Orlanski, Cooper & Klein
10	Amended and Restated 1998 Employee Stock Purchase Plan, including form of Subscription Agreement and Notice of Withdrawal(2)
23.1	Consent of Freshman, Marantz, Orlanski, Cooper & Klein (included in Exhibit 5)
23.2	Consent of KPMG LLP

</TABLE>

- (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 Commission on May 12, 1999.
- (2) Incorporated by reference to Exhibit 10.2 of Amendment No. 2 to the Registrant's Registration Statement on Form S-1 (File No. 333-60065) as filed with the Commission on May 12, 1999.

ITEM 9. UNDERTAKINGS.

The 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 and to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement, or any material change to such information in this Registration Statement.

(2) That, for purposes of determining any liability under the Securities Act, 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.

(4) That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act 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 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 controlling person in connection with the securities being registered, 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 the public policy expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 September 10, 1999.

SKECHERS U.S.A., INC.

By: /s/ ROBERT GREENBERG

Name: Robert Greenberg
Title: Chairman of the Board and Chief
Executive Officer

POWER OF ATTORNEY

We the undersigned directors and officers of Skechers U.S.A., Inc., do hereby constitute and appoint Robert Greenberg and David Weinberg, or either of them, our true and lawful attorneys and agents to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, and any rules, regulations, and requirements of the Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names and in

the capacities indicated below, any and all amendments to this Registration Statement; and we do hereby ratify and confirm all that the said attorneys and agents, or either of them, shall do or cause to be done by virtue hereof.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATE INDICATED.

<TABLE>
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SIGNATURE	TITLE	DATE
<S> /s/ ROBERT GREENBERG ----- Robert Greenberg	<C> Chairman of the Board and Chief Executive Officer (principal executive officer)	September 10, 1999
/s/ MICHAEL GREENBERG ----- Michael Greenberg	President and Director	September 10, 1999
/s/ DAVID WEINBERG ----- David Weinberg	Executive Vice President, Chief Financial Officer and Director (principal financial and accounting officer)	September 10, 1999
/s/ RICHARD SISKIND ----- Richard Siskind	Director	September 10, 1999
/s/ JOHN QUINN ----- John Quinn	Director	September 7, 1999

</TABLE>

EXHIBIT INDEX

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<CAPTION>

Exhibit Numbers	Description
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4	Specimen Certificate of the Registrant's Class A Common Stock(1)
5	Opinion of Freshman, Marantz, Orlanski, Cooper & Klein
10	Amended and Restated 1998 Employee Stock Purchase Plan, including form of Subscription Agreement and Notice of Withdrawal(2)
23.1	Consent of Freshman, Marantz, Orlanski, Cooper & Klein (included in Exhibit 5)
23.2	Consent of KPMG LLP
24	Powers of Attorney (included on the signature page hereto)

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(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 Commission on May 12, 1999.

(2) Incorporated by reference to Exhibit 10.2 of Amendment No. 2 to the Registrant's Registration Statement on Form S-1 (File No. 333-60065) as filed with the Commission on May 12, 1999.

September 10, 1999

VIA EDGAR

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
2,781,415 SHARES OF CLASS A COMMON STOCK ISSUABLE UNDER THE
AMENDED AND RESTATED 1998 EMPLOYEE STOCK PURCHASE PLAN

Ladies and Gentlemen:

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 on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), registering 2,781,415 shares of the Company's Class A Common Stock, \$0.001 par value per share (the "Common Stock") issuable under the Company's Amended and Restated 1998 Employee Stock Purchase Plan (the "Plan").

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 the state of 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. We undertake no obligation to advise you of any changes that may be brought to our attention after the date hereof.

Based on and subject to the foregoing, we are of the opinion that the Common Stock, when issued under the Plan and the purchase price therefor has been paid pursuant to the provisions of the Plan, will be duly and validly issued, fully paid and nonassessable shares.

Skechers U.S.A., Inc.
September 10, 1999
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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 an "expert" within the meaning of the Securities Act or a person whose consent is required to be filed with the Registration Statement under the provisions of the Securities Act.

Very truly yours,

/s/ FRESHMAN, MARANTZ, ORLANSKI, COOPER & KLEIN

Freshman, Marantz, Orlanski, Cooper & Klein
a law corporation

EXHIBIT 23.2

INDEPENDENT AUDITORS' 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 reports dated March 12, 1999, except as to Note 12, which is as of May 28, 1999, with respect to the consolidated balance sheets of Skechers U.S.A., Inc. and subsidiary as of December 31, 1998 and 1997, and the related consolidated statements of earnings, stockholders' equity, and cash flows and related schedule for each of the years in the three-year period ended December 31, 1998, which reports appear in the June 9, 1999 registration statement on Form S-1 of Skechers U.S.A., Inc.

/s/ KPMG LLP

Los Angeles, California
September 9, 1999