

FORM 4

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

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| 1. Name and Address of Reporting Person * NASON MARK A | | 2. Issuer Name and Ticker or Trading Symbol SKECHERS USA INC [SKX] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President | | | | | | | |
|---|---|---|-----------------------------------|---|--|------------|-------|--|---|--|--|
| (Last) (First) (Middle) 228 MANHATTAN BEACH BLVD. | | 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2021 | | | | | | | | | |
| (Street) MANHATTAN BEACH, CA 90266 | | 4. If Amendment, Date Original Filed(Month/Day/Year) 03/03/2021 | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | | | | | |
| (City) (State) (Zip) | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | |
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code | V | Amount | (A) or (D) | Price | | | | |
| Class A Common Stock | 03/01/2021 | | A | (1) | 15,000 | (2) | A | \$ 0 | 88,751.64 (3) | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|---|---|-----------------------------------|--|---|-----------------|--|---|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | | | | | |
| | | | | Code | V | (A) | (D) | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NASON MARK A 228 MANHATTAN BEACH BLVD. MANHATTAN BEACH, CA 90266 | | | Executive Vice President | |

Signatures

Mark Nason

04/08/2021

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) Award of restricted shares of Class A Common Stock, with one-fourth of the shares vesting on each of March 1, 2022 and the first three anniversaries thereof.

This amendment is being filed to correct a disclosure error regarding the vesting period in this footnote of the original filing of the Form 4. In addition to the shares reported on this Form 4 that vest based on time and continued service with the Issuer, the reporting person also received a performance-based award consisting of an additional 15,000

(2) shares (at "target" performance) that are eligible to vest based on the Issuer satisfying certain performance-based metrics over the next three years. The reporting person may earn between 0% and 200% of the "target" number of shares based on performance relative to the performance objectives during the applicable performance period. The exact number of shares that will be earned based on this performance-based vesting, if any, will be calculated and reported as they vest and the number of shares earned is determined over the three-year period.

(3) This amendment is also being filed to correct a clerical error regarding the previously disclosed issuance of 205 shares thought to be acquired under the Issuer's Employee Stock Purchase Plan on November 30, 2020. Such shares were not purchased by Mr. Nason on that date.

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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