

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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).

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>GREENBERG MICHAEL</u> (Last) (First) (Middle) 228 MANHATTAN BEACH BLVD. (Street) MANHATTAN CA 90266 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SKECHERS USA INC [SKX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President
	3. Date of Earliest Transaction (Month/Day/Year) 03/14/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	03/14/2024		A		51,263 ⁽¹⁾	A	\$0.00	174,704.258	D	
Class A Common Stock	03/14/2024		F		25,981	D	\$61.42	148,723.258	D	
Class A Common Stock	03/15/2024		S		25,282	D	\$61.11	123,441.258	D	
Class A Common Stock	03/15/2024		A		48,550 ⁽²⁾	A ⁽³⁾	\$0.00	171,991.258	D	

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents shares that vested and were issued under the performance-based stock awards granted on March 1, 2021, which were linked to the Issuer's total stock return over a three-year period.
- Award of restricted shares of Class A Common Stock, with one-third of the shares vesting on each of March 1, 2025 and the first two anniversaries thereof.
- 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 48,550 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.

Remarks:

Michael Greenberg 03/15/2024
 ** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.