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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* GREENBERG ROBERT (Last) (First) (Middle) 228 MANHATTAN BEACH BLVD. (Street) MANHATTAN CA 90266 BEACH (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol SKECHERS USA INC [SKX] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/14/2024 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

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 | | 61,515 ⁽¹⁾ | A | \$0.00 | 194,298 | D | |
| Class A Common Stock | 03/14/2024 | | F | | 31,176 | D | \$61.42 | 163,122 | D | |
| Class A Common Stock | 03/15/2024 | | S | | 30,339 | D | \$61.11 | 132,783 | D | |
| Class A Common Stock | 03/15/2024 | | A | | 59,650 ⁽²⁾ | A ⁽³⁾ | \$0.00 | 194,333 | D | |
| Class A Common Stock | | | | | | | | 3,834 | I | By Greenberg Family Trust |

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 | Title | Amount or Number of Shares | | | | |

1. Name and Address of Reporting Person*
GREENBERG ROBERT
 (Last) (First) (Middle)
 228 MANHATTAN BEACH BLVD.
 (Street)
 MANHATTAN CA 90266
 BEACH
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GREENBERG M SUSAN
 (Last) (First) (Middle)
 228 MANHATTAN BEACH BLVD.
 (Street)
 MANHATTAN CA 90266
 BEACH
 (City) (State) (Zip)

| | | |
|--|-----------|--------------|
| (City) | (State) | (Zip) |
| 1. Name and Address of Reporting Person <u>GREENBERG FAMILY TRUST</u> | | |
| (Last) | (First) | (Middle) |
| <u>228 MANHATTAN BEACH BLVD.</u> | | |
| (Street) | | |
| <u>MANHATTAN BEACH</u> | <u>CA</u> | <u>90266</u> |
| (City) | (State) | (Zip) |

Explanation of Responses:

1. Represents shares that vested and were issued under the performance-based stock award granted on March 1, 2021, which were linked to the Issuer's total stock return over a three-year period.
2. 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.
3. 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 59,650 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 next three years.

Remarks:

Robert Greenberg 03/15/2024

Philip Paccione, Attorney-in-fact
on behalf of M. Susan Greenberg 03/15/2024

Robert Greenberg, Philip Paccione,
Attorney-in-fact on behalf of M.
Susan 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.