
UNITED STATES
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):

December 16, 2005

SKECHERS U.S.A., INC.

(Exact name of registrant as specified in its charter)

Delaware

001-14429

95-4376145

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

228 Manhattan Beach Boulevard, Manhattan
Beach, California

90266

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(310) 318-3100

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

On December 16, 2005, Skechers U.S.A., Inc. (the "Company") sent a notice to participants in the Company's 401(k) Profit Sharing Plan (the "401(k) Plan") informing them that the 401(k) Plan would be changing its recordkeeper. The notice stated that while this conversion is being made, participants in the 401(k) Plan would not be able access their accounts to direct or diversify their investments, obtain a loan from the 401(k) Plan or obtain a distribution from the 401(k) Plan. The notice also stated that participants would not be able to effectuate investment changes in the 401(k) Plan starting at 4:00PM (Eastern Time) on January 17, 2006 and ending prior to the opening of the New York Stock Exchange on March 1, 2006. This period is referred to as the "Blackout Period."

A participant in the 401(k) Plan, a security holder or other interested person may obtain, without charge, information regarding the Blackout Period, including the actual ending date of the Blackout Period, by contacting Philip Paccione, General Counsel, at Skechers U.S.A., Inc., 228 Manhattan Beach Blvd., Manhattan Beach, California 90266, at (310) 318-3100, before and during the Blackout Period, and the Office of the General Counsel, Skechers U.S.A., Inc., 228 Manhattan Beach Blvd., Manhattan Beach, California 90266, for a period of two years thereafter.

On December 20, 2005, the Company sent a blackout trading restriction notice (the "BTR Notice") to its executive officers and directors informing them that, because the restrictions during the Blackout Period include restrictions on investment changes involving the Company's Class A common stock held in the 401(k) Plan, they would be prohibited during the Blackout Period, pursuant to Section 306(a) of the Sarbanes-Oxley Act of 2002 and the SEC's rules promulgated thereunder, from purchasing and selling shares of the Company's Class A common stock or Class B common stock (including derivative securities pertaining to such shares) acquired in connection with their employment as an executive officer or service as a director.

A copy of the BTR Notice is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The Company provided the BTR Notice to its executive officers and directors within five (5) business days of December 16, 2005, which is the date that notices were mailed to participants in the 401(k) Plan and the Company was notified of the Blackout Period.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

99.1 Notice to Executive Officers and Directors of Skechers U.S.A., Inc. regarding the 401(k) Plan Blackout Period and Trading Restrictions.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SKECHERS U.S.A., INC.

December 20, 2005

By: David Weinberg

Name: David Weinberg

Title: Chief Financial Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Notice to Executive Officers and Directors of Skechers U.S.A., Inc. regarding the 401(k) Plan Blackout Period and Trading Restrictions.

INTER OFFICE MEMORANDUM

To: Executive Officers and Directors of Skechers U.S.A., Inc.
From: Philip Paccione, Executive Vice President, General Counsel and Secretary
Date: December 20, 2005
Re: NOTICE REGARDING 401(K) PLAN BLACKOUT PERIOD AND RESTRICTIONS ON ABILITY TO TRADE SHARES OF THE COMPANY'S SECURITIES

This notice is to inform you of significant restrictions on your ability to trade any equity securities of Skechers U.S.A., Inc. (the "Company") during an upcoming "blackout period" that will apply to the Company's 401(k) Profit Sharing Plan (the "401(k) Plan"). This special "blackout period" is imposed on executive officers and directors of the Company by the Sarbanes-Oxley Act of 2002 and Securities and Exchange Commission Regulation BTR (Blackout Trading Restriction) and is in addition to the Company's blackout periods related to its earnings releases.

The 401(k) Plan blackout period is being imposed because of the conversion to a new recordkeeper for the 401(k) Plan. The 401(k) Plan blackout period will begin at 4:00 p.m. Eastern Time on January 17, 2006 and will end prior to the opening of the New York Stock Exchange on March 1, 2006 (the "401(k) Plan Blackout Period"). During the 401(k) Plan Blackout Period, participants in the 401(k) Plan will not be able to access their accounts to direct or diversify their investments, obtain a loan from the 401(k) Plan or obtain a distribution from the 401(k) Plan.

In accordance with Section 306(a) of the Sarbanes-Oxley Act of 2002 and Rule 104 of Securities and Exchange Commission Regulation BTR, the Company's directors and executive officers are prohibited – during the 401(k) Plan Blackout Period – from purchasing, selling, or otherwise acquiring or transferring, directly or indirectly, any equity security of the Company acquired in connection with his employment as an executive officer or services as a director.

Please note the following:

- "Equity securities" is defined broadly to include the Company's Class A common stock, Class B common stock, options, and other derivative securities.
- Covered transactions are not limited to those involving your direct ownership, but include any transaction in which you have a pecuniary interest (for example, transactions by your immediate family members living in your household).
- Among other things, these rules prohibit exercising options granted to you in connection with your employment as an executive officer or services as a director, selling shares of Company stock acquired pursuant to such options, selling shares of Company stock originally received as a restricted stock grant or upon the vesting of a restricted stock unit, or selling shares to cover withholding taxes upon the vesting of restricted stock or restricted stock units.
- Exemptions from these rules generally apply for purchases or sales under Rule 10b5-1 plans, dividend reinvestment plans, sales required by law, and certain other "automatic" transactions.
- Although you are permitted to engage in transactions involving equity securities that were not acquired in connection with your employment as an executive officer or services as a director, there is a presumption that any such transactions are prohibited unless you can identify the source of the shares and show that you used the same identification for all related purposes, such as tax reporting and disclosure requirements.

These rules apply in addition to the trading restrictions under the Company's insider trading policy. If you engage in a transaction that violates these rules, you may be required to disgorge your profits from the transaction, and you may be subject to civil and criminal penalties. **Because of the complexity of these rules and the severity of the penalties and other remedies, please contact me or Ted Weitzman in the Legal Department before engaging in any transaction involving the Company's equity securities during the 401(k) Plan Blackout Period or if you have any questions about the 401(k) Plan Blackout Period and the information contained in this notice.**