

Edgar Filing: Crocs, Inc. - Form FWP

Crocs, Inc.
Form FWP
August 17, 2006

Filed Pursuant to Rule 433
Issuer Free Writing Prospectus dated August 16, 2006
Relating to Preliminary Prospectus dated August 14, 2006
Registration No. 333-134481

FREE WRITING PROSPECTUS

CROCS, INC.

8,290,000 Shares

Common Stock

\$27.66 per share

THE OFFERING

| | | | |
|--|------------------|------------------|----------------|
| Common stock offered by the selling stockholders. | 8,290,000 shares | | |
| Underwriters' option to purchase additional shares from the selling stockholders to cover over-allotments, if any. | 1,243,500 shares | | |
| | | Per Share | Total |
| Public offering price | | \$ 27.66 | \$ 229,301,400 |
| Underwriting discount | | \$ 1.17 | \$ 9,699,300 |
| Proceeds to selling stockholders | | \$ 26.49 | \$ 219,602,100 |

SELLING STOCKHOLDERS

Since the filing on August 14, 2006 by Crocs, Inc. (the "Company") of Amendment No. 3 to the Registration Statement on Form S-1 (File No. 333-134481) (the "Registration Statement") to which this offering and communication relates, certain changes have occurred with respect to the information under the heading "Principal and Selling Stockholders" in the Registration Statement. The changes are as follows:

| | Shares Being Offered As Previously Filed | Shares Being Offered | Over-allotment Shares Being Offered As Previously Filed | Over-allotment Shares Being Offered |
|---|---|---------------------------------|--|--|
| George B. Boedecker, Jr. | 1,434,029 | 2,552,574 | 215,101 | 382,882 |
| WB Investors, LLC ⁽¹⁾ | 347,826 | 173,913 | 52,174 | 26,087 |
| Raymond D. Croghan ⁽²⁾ | 217,391 | 304,348 | 32,609 | 45,652 |
| Ronald R. Snyder ⁽³⁾ | 545,504 | 474,351 | 81,826 | 71,153 |
| Scott A. Seamans | 347,826 | 434,783 | 52,174 | 65,217 |
| Robert J. Kammer, Jr. | 46,755 | 133,711 | 7,013 | 20,057 |
| Patrick R. Laughlin | 113,763 | 200,719 | 17,064 | 30,108 |
| Peter Mitchell Seamans | 130,435 | 173,913 | 19,565 | 26,087 |
| Smith Barney Inc., c/f Robert J. Kammer IRA Rollover | 66,087 | 153,043 | 9,913 | 22,957 |
| David Robert Grant | 13,043 | 47,826 | 1,957 | 7,174 |
| Debra R. Croghan, trustee, Raymond D. Croghan Irrev Trust for Amber Dee Croghan dated 12/20/02 ⁽⁴⁾ | 15,652 | 17,391 | 2,348 | 2,609 |
| Debra R. Croghan, trustee, Raymond D. Croghan Irrev Trust for Cassidy Rae Croghan dated 12/20/02 ⁽⁴⁾ | 15,652 | 17,391 | 2,348 | 2,609 |

(1)

Michael E. Marks, a member of our board of directors, is the managing member of WB Investors, LLC and exercises voting and investment power over the shares beneficially owned by WB Investors, LLC.

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- (2) Mr. Croghan is a member of our board of directors.
- (3) Mr. Snyder is our President and Chief Executive Officer and is a member of our board of directors.
- (4) Ms. Croghan, trustee of the trust, is the spouse of Raymond D. Croghan, one of our directors.

To review a filed copy of our current registration statement, click on the following link:
<http://www.sec.gov/Archives/edgar/data/1334036/000104746906010899/a2172641zs-1a.htm>

THE ISSUER HAS FILED A REGISTRATION STATEMENT (INCLUDING A PROSPECTUS) WITH THE SEC FOR THE OFFERING TO WHICH THIS COMMUNICATION RELATES. BEFORE YOU INVEST, YOU SHOULD READ THE PROSPECTUS IN THAT REGISTRATION STATEMENT AND OTHER DOCUMENTS THE ISSUER HAS FILED WITH THE SEC FOR MORE COMPLETE INFORMATION ABOUT THE ISSUER AND THIS OFFERING. YOU MAY OBTAIN THESE DOCUMENTS FOR FREE BY VISITING EDGAR ON THE SEC WEB SITE AT *WWW.SEC.GOV* OR BY CLICKING ON THE LINK ABOVE. ALTERNATIVELY, THE ISSUER, ANY UNDERWRITER OR ANY DEALER PARTICIPATING IN THE OFFERING WILL ARRANGE TO SEND TO YOU THE PROSPECTUS IF YOU REQUEST IT BY CALLING TOLL-FREE 1-877-371-5212.

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