

SKECHERS USA INC  
Form 8-K  
May 22, 2014

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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):

May 22, 2014

SKECHERS U.S.A., INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

001-14429

(Commission  
File Number)

95-4376145

(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 5.07 Submission of Matters to a Vote of Security Holders.**

Skechers U.S.A., Inc. (the Company) held its Annual Meeting of Stockholders on May 22, 2014. At the Annual Meeting, 125,384,239 votes were present in person or by proxy, which represented 84.2% of the total outstanding eligible votes. The Company's stockholders elected three directors to the Company's Board of Directors at the Annual Meeting, and voted on two additional proposals at the Annual Meeting, as more fully described below.

**Proposal No. 1 Election of Directors**

The stockholders elected three director nominees who were nominated by the Board of Directors to serve as directors of the Company for three-year terms expiring at the annual meeting of stockholders to be held in 2017 and until their respective successors are duly elected and qualified or until their death, resignation or removal. The following sets forth the results of the voting with respect to each nominee:

<b>Director Nominee</b>	<b>Votes For</b>	<b>Withheld</b>
Geyer Kosinski	124,053,417	1,330,822
Richard Rappaport	117,373,476	8,010,763
Richard Siskind	123,837,061	1,547,178

**Proposal No. 2 Conduct Non-Binding Advisory Vote on Compensation of Named Executive Officers**

The stockholders approved, on an advisory basis, the compensation of the Company's Named Executive Officers, as disclosed in the Compensation Discussion and Analysis, the Summary Compensation Table and the related compensation tables, notes and narrative in the proxy statement for the Company's 2014 Annual Meeting of Stockholders. There were 124,906,116 votes, or 99.6% of the total number of votes cast, for this proposal, with 465,098 votes against it and 13,025 votes abstaining.

**Proposal No. 3 Stockholder Proposal to Eliminate the Classification of the Board of Directors**

The stockholders voted against approval of this proposal to eliminate the classification of the Company's Board of Directors. There were 92,477,677 votes, or 73.6% of the total number of votes cast, against this proposal, with 32,820,439 votes for it and 86,123 votes abstaining.

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**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.

*May 22, 2014*

By: *David Weinberg*

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*Name: David Weinberg*

*Title: Chief Operating Officer and Chief Financial Officer*