SKECHERS USA INC
Form SC 13G/A
February 14, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b),(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2
(AMENDMENT NO. 7)*

SKECHERS U.S.A., INC.
(Name of Issuer)

CLASS A COMMON STOCK
(Title of Class of Securities)

830566 10 5
(CUSIP Number)

December 31, 2007
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[ ] Rule 13d-1(b)

[ ] Rule 13d-1(c)

[x] Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only)

Robert Greenberg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]
(b) [ ]

Inapplicable

3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 29,638(1)	
	6 SHARED VOTING POWER 10,031,840(2)	
	7 SOLE DISPOSITIVE POWER 0	
	8 SHARED DISPOSITIVE POWER 10,031,840(2)	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 29,638 restricted shares of Class A Common Stock held by the reporting person are currently votable and 10,031,840 shares of Class B Common Stock are convertible at any time upon request of the reporting person on a share for share basis into Class A Common Stock	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 23.3%(3)	
12	TYPE OF REPORTING PERSON (See Instructions) IN	

(1) Represents 29,638 restricted shares of Class A Common Stock awarded to Mr. Greenberg under the issuer's 2007 Incentive Award Plan, of which 50% will vest on March 1, 2009 and the remaining 50% will vest on March 1, 2010.

(2) Represents 10,031,840 shares of Class B Common Stock held by the Greenberg Family Trust that may be deemed to be beneficially owned by Mr. and Mrs. Greenberg as a result of their positions as co-trustees of the Greenberg Family Trust.

(3) Based on 33,009,788 shares of Class A Common Stock outstanding as of

February 6, 2008, 29,638 restricted shares of Class A Common Stock held by Robert Greenberg and 10,031,840 shares of Class B Common Stock beneficially owned by Mr. Greenberg that may be converted at any time into shares of Class A Common Stock. Mr. Greenberg beneficially owns 78.1% of the Class B Common Stock, which is based on 12,851,789 shares of Class B Common Stock outstanding as of February 6, 2008. Mr. Greenberg beneficially owns 21.9% of the aggregate amount of Class A and Class B Common Stock outstanding as of February 6, 2008. Each share of Class B Common Stock is entitled to 10 votes and each share of Class A Common Stock is entitled to one vote. Based on the aggregate amount of Class A and Class B Common Stock outstanding as of February 6, 2008, Mr. Greenberg beneficially owns 62.1% of the combined voting power of the Issuer's capital stock.

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only)

M. Susan Greenberg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ ]

Inapplicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 10,031,840(1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 10,031,840(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,031,840 shares of Class B Common Stock are convertible at any time upon

request of the reporting person on a share for share basis into Class A Common Stock

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

23.3%(2)

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12 TYPE OF REPORTING PERSON (See Instructions)

IN

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(1) Represents 10,031,840 shares of Class B Common Stock held by the Greenberg Family Trust that may be deemed to be beneficially owned by Mr. and Mrs. Greenberg as a result of their positions as co-trustees of the Greenberg Family Trust.

(2) Based on 33,009,788 shares of Class A Common Stock outstanding as of February 6, 2008 and 10,031,840 shares of Class B Common Stock beneficially owned by M. Susan Greenberg that may be converted at any time into shares of Class A Common Stock. Mrs. Greenberg beneficially owns 78.1% of the Class B Common Stock, which is based on 12,851,789 shares of Class B Common Stock outstanding as of February 6, 2008. Mrs. Greenberg beneficially owns 21.9% of the aggregate amount of Class A and Class B Common Stock outstanding as of February 6, 2008. Each share of Class B Common Stock is entitled to 10 votes and each share of Class A Common Stock is entitled to one vote. Based on the aggregate amount of Class A and Class B Common Stock outstanding as of February 6, 2008, Mrs. Greenberg beneficially owns 62.1% of the combined voting power of the Issuer's capital stock.

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only)

The Greenberg Family Trust

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ ]

Inapplicable

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3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 10,031,840
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 10,031,840
	8	SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,031,840 shares of Class B Common Stock are convertible at any time upon request of the reporting person on a share for share basis into Class A Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

Inapplicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

23.3%(1)

12 TYPE OF REPORTING PERSON (See Instructions)

OO

(1) Based on 33,009,788 shares of Class A Common Stock outstanding as of February 6, 2008 and 10,031,840 shares of Class B Common Stock held by the Greenberg Family Trust that may be converted at any time into shares of Class A Common Stock. The Greenberg Family Trust holds 78.1% of the Class B Common Stock which is based on 12,851,789 shares of Class B Common Stock outstanding as of February 6, 2008. The Greenberg Family Trust holds 21.9% of the aggregate amount of Class A and Class B Common Stock outstanding as of February 6, 2008. Each share of Class B Common Stock is entitled to 10 votes and each share of Class A Common Stock is entitled to one vote. Based on the aggregate amount of Class A and Class B Common Stock outstanding as of February 6, 2008, the Greenberg Family Trust holds 62.1% of the combined voting power of the Company's capital stock.

ITEM 1.

(a) NAME OF ISSUER

Skechers U.S.A., Inc.

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

228 Manhattan Beach Blvd.
Manhattan Beach, CA 90266

ITEM 2.

(a) NAMES OF PERSON FILING

Robert Greenberg
M. Susan Greenberg
The Greenberg Family Trust

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

c/o Skechers U.S.A., Inc.
228 Manhattan Beach Blvd.
Manhattan Beach, California 90266.

(c) CITIZENSHIP

Robert Greenberg	United States
M. Susan Greenberg	United States
The Greenberg Family Trust	California

(d) TITLE OF CLASS OF SECURITIES

Class A Common Stock, $.001 par value. Shares of Class A Common Stock are represented by shares of Class B Common Stock, which are not registered under Section 12 of the Securities Exchange Act of 1934 (the "Act"), but are immediately convertible into an equal number of shares of Class A Common Stock, $.001 par value, of Skechers U.S.A., Inc. The Class A Common Stock is registered under Section 12 of the Act.

(e) CUSIP NUMBER

830566 10 5

ITEM 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) [ ] Broker or Dealer registered under Section 15 of the Act

(b) [ ] Bank as defined in section 3(a)(6) of the Act

(c) [ ] Insurance Company as defined in section 3(a)(19) of the act

(d) [ ] Investment Company registered under section 8 of the Investment Company Act

(e) [ ] Investment Adviser registered under section 203 of the Investment Advisers Act of 1940

(f) [ ] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Section 240.13d-1(b)(1)(ii)(F)

(g) [ ] Parent Holding Company, in accordance with Section 240.13d-1(b)(ii)(G) (Note: See Item 7)

(h) [ ] Group, in accordance with Section 240.13d-1(b)(1)(ii)(J)

ITEM 4. OWNERSHIP

(a) AMOUNT BENEFICIALLY OWNED

Robert Greenberg	10,061,478(1)(2)
M. Susan Greenberg	10,031,840(2)
The Greenberg Family Trust	10,031,840

(b) PERCENT OF CLASS

Robert Greenberg	23.3%(3)
M. Susan Greenberg	23.3%(3)
The Greenberg Family Trust	23.3%(3)

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) SOLE POWER TO VOTE OR TO DIRECT THE VOTE:

Robert Greenberg	29,638(1)
M. Susan Greenberg	0
The Greenberg Family Trust	10,031,840

(ii) SHARED POWER TO VOTE OR TO DIRECT THE VOTE:

Robert Greenberg	10,031,840(2)
M. Susan Greenberg	10,031,840(2)
The Greenberg Family Trust	0

(iii) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF:

Robert Greenberg	0
M. Susan Greenberg	0
The Greenberg Family Trust	10,031,840

(iv) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF:

Robert Greenberg	10,031,840(2)
M. Susan Greenberg	10,031,840(2)
The Greenberg Family Trust	0

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(1) Represents 29,638 restricted shares of Class A Common Stock awarded to Mr. Greenberg under the issuer's 2007 Incentive Award Plan, of which 50% will vest on March 1, 2009 and the remaining 50% will vest on March 1, 2010.

(2) Represents 10,031,840 shares of Class B Common Stock held by the Greenberg Family Trust that may be deemed to be beneficially owned by Mr. and Mrs. Greenberg as a result of their positions as co-trustees of the Greenberg Family Trust.

(3) The shares of Class A Common Stock beneficially owned by each of Mr. and Mrs. Greenberg and the Greenberg Family Trust represent approximately 23.3% of such class, if the shares of Class B Common Stock beneficially owned by each of Mr. and Mrs. Greenberg and the Greenberg Family Trust were converted into shares of Class A Common Stock. Each of Mr. and Mrs. Greenberg and the Greenberg Family Trust beneficially owns 21.9% of the total outstanding amount of Class A and Class B Common Stock and 62.1% of the combined voting power of the Company's capital stock.

ITEM 5. OWNERSHIP OF 5 PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of security, check the following [ ].

ITEM 6. OWNERSHIP OF MORE THAN 5 PERCENT ON BEHALF OF ANOTHER PERSON

Inapplicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITIES BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Inapplicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Inapplicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Inapplicable.

ITEM 10. CERTIFICATION

Inapplicable.

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we

certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2008

Signature: /s/ Robert Greenberg

Name: Robert Greenberg

Signature: /s/ M. Susan Greenberg

Name: M. Susan Greenberg

THE GREENBERG FAMILY TRUST

Signature: /s/ Robert Greenberg

Name: Robert Greenberg, as Co-Trustee

Signature: /s/ M. Susan Greenberg

Name: M. Susan Greenberg, as Co-Trustee

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)

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EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
99.1	Agreement pursuant to Rule 13d-1(k)(1)(iii) concerning Joint Schedule 13G Filing

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EXHIBIT 99.1

AGREEMENT PURSUANT TO RULE 13D-1(K)(1)(III)
CONCERNING JOINT SCHEDULE 13G FILING

The undersigned each agree, in connection with their beneficial ownership of capital stock of Skechers U.S.A., Inc. (i) that a Schedule 13G shall be filed jointly by them pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), together with any amendments to the Schedule 13G that from time to time may be required; and (ii) that the Schedule

13G and any such amendments are filed on behalf of each of them. The undersigned acknowledge their respective responsibilities as set forth in Rule 13d-1(k)(1) promulgated under the Exchange Act.

This Agreement may be executed in counterparts.

Date: February 14, 2008

Signature: /s/ Robert Greenberg
Name: Robert Greenberg

Signature: /s/ M. Susan Greenberg
Name: M. Susan Greenberg

THE GREENBERG FAMILY TRUST

Signature: /s/ Robert Greenberg
Name: Robert Greenberg, as Co-Trustee

Signature: /s/ M. Susan Greenberg
Name: M. Susan Greenberg, as Co-Trustee