

Crocs, Inc.  
Form 8-K  
February 23, 2012  
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): **February 23, 2012**

**CROCS, INC.**  
(Exact name of Registrant as specified in its charter)

**Delaware**      **0-51754**      **20-2164234**  
(State or other      (Commission      (I.R.S. Employer  
jurisdiction      File Number)      Identification No.)  
of incorporation)

**7477 Dry Creek Parkway**

**Niwot, Colorado**      **80503**  
(Address of principal executive offices)      (Zip Code)

Registrant's telephone number, including area code: **(303) 848-7000**

**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))



**Item 2.02 Results of Operations and Financial Condition.**

On February 23, 2012, the Company issued a press release reporting its results of operations for the three and twelve months ended December 31, 2011. A copy of the press release is furnished as Exhibit 99.1 to this report.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

99.1 Press release dated February 23, 2012

**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.

CROCS, INC.

Date: February 23, 2012 By: /s/ Jeffrey J. Lasher  
Jeffrey J. Lasher,  
*Senior Vice President – Finance,*  
*Chief Financial Officer*