

Crocs, Inc.
Form 8-A12G
January 24, 2006

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Crocs, Inc.

(Exact name of registrant as specified in its charter)

Delaware

20-2164234

(State of incorporation or organization)

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

6273 Monarch Park Place, Niwot, Colorado

80503

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**

**Names of each exchange on which
each class is to be registered**

None

None

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates:

333-127526

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, \$.001 par value

(Title of class)

Item 1. Description of Registrant's Securities to be Registered.

A description of the Common Stock to be registered hereunder is contained in the section entitled "Description of Capital Stock" in the Prospectus included in the Registrant's Form S-1 Registration Statement, No. 333-127526, as amended from time to time (the "1933 Act Registration Statement"), initially filed with the Securities and Exchange Commission on August 15, 2005 and is incorporated herein by reference.

Item 2. Exhibits.

Each of the following exhibits to this registration statement has been filed as an exhibit to the 1933 Act Registration Statement and is incorporated herein by reference.

Exhibit Number	Description
3.1	Certificate of Incorporation of the Registrant, as currently in effect.
3.2	Form of Restated Certificate of Incorporation of the Registrant to be effective upon completion of the offering contemplated by the 1933 Act Registration Statement.
3.3	Bylaws of the Registrant, as amended to date and as currently in effect.
3.4	Form of Amended and Restated Bylaws of the Registrant to be effective upon completion of the offering contemplated by the 1933 Act Registration Statement.
4.2	Specimen common stock certificate.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Crocs, Inc.

Date: January 24, 2006

By:
 /s/ RONALD R. SNYDER

Ronald R. Snyder
President and Chief Executive Officer

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[Item 1. Description of Registrant's Securities to be Registered.](#)

[Item 2. Exhibits.](#)

[SIGNATURE](#)