

SKECHERS USA INC  
Form DEF 14A  
April 30, 2003

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**SCHEDULE 14A INFORMATION**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

(AMENDMENT NO. \_\_)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to sec. 240.14a-11(c) or sec. 240.14a-12

**SKECHERS U.S.A., INC.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

Fee not required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

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[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**SKECHERS U.S.A., INC.**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

You are cordially invited to attend the Annual Meeting of Stockholders of SKECHERS U.S.A., INC., a Delaware corporation (the Company), to be held at The Ritz-Carlton Hotel located at 4375 Admiralty Way, Marina Del Rey, CA 90292 on May 30, 2003, at 10:00 a.m., Pacific Time.

The Annual Meeting of the Stockholders of the Company is being held for the following purposes:

1. To elect two members to the Board of Directors to serve for a three-year term as Class I Directors;
2. To approve an amendment to the Company's 1998 Stock Option, Deferred Stock and Restricted Stock Plan increasing the number of shares of Class A Common Stock authorized for issuance under the Stock Option Plan;
3. To ratify the appointment of KPMG LLP as the independent accountants of the Company for the year ending December 31, 2003; and
4. To transact such other business as may properly come before the meeting or any adjournments thereof.

The Board of Directors has fixed the close of business on April 18, 2003 as the record date for determining those stockholders who will be entitled to vote at the meeting.

Your proxy is enclosed. You are cordially invited to attend the meeting, but if you do not expect to attend, or if you plan to attend, but desire the proxy holders to vote your shares, please date and sign your proxy and return it in the enclosed postage paid envelope. The giving of this proxy will not affect your right to vote in person in the event you find it convenient to attend. Please return the proxy promptly to avoid the expense of additional proxy solicitation.

Dated: April 30, 2003

FOR THE BOARD OF DIRECTORS

Philip G. Paccione, *Corporate Secretary*

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**SKECHERS U.S.A., INC.**

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**PROXY STATEMENT  
For Annual Meeting to be Held  
May 30, 2003, at 10:00 a.m. Pacific Time**

This proxy statement is delivered to you by Skechers U.S.A., Inc. (the Company or Skechers), a Delaware corporation, in connection with the Annual Meeting of Stockholders of the Company to be held on May 30, 2003 at 10:00 a.m. Pacific Time at The Ritz-Carlton Hotel located at 4375 Admiralty Way, Marina Del Rey, CA 90292 (the Meeting). The approximate mailing date for this proxy statement and the enclosed proxy is May 1, 2003. If a proxy in the accompanying form is duly executed and returned, the shares represented by the proxy will be voted as directed. If no direction is given, the shares represented by the proxy will be voted for the election of the nominees for director named herein and for the ratification of the appointment of KPMG LLP as the Company's independent accountants for the year ending December 31, 2003. Any proxy given may be revoked at any time prior to its exercise by notifying the Corporate Secretary of the Company in writing of such revocation, by duly executing and delivering another proxy bearing a later date, or by attending and voting in person at the Meeting. The Company's principal executive office is located at 228 Manhattan Beach Boulevard, Manhattan Beach, California 90266.

The cost of this solicitation of proxies will be borne by the Company. Solicitations will be made by mail. In addition, the officers and regularly engaged employees of the Company may, in a limited number of instances, solicit proxies personally or by telephone. The Company will reimburse banks, brokerage firms, other custodians, nominees and fiduciaries for reasonable expenses incurred in sending proxy materials to beneficial owners of common stock of the Company.

The Company's Annual Report to Stockholders for the year ended December 31, 2002, is concurrently being provided to each stockholder.

Holders of Class A Common Stock and Class B Common Stock of record at the close of business on April 18, 2003 will be entitled to vote at the Meeting. There were 18,571,133 shares of Class A Common Stock and 19,206,561 shares of Class B Common Stock outstanding at that date. Each share of Class A Common Stock is entitled to one vote and each share of Class B Common Stock is entitled to ten votes, and the presence in person or by proxy of holders of a majority of the outstanding shares of Class A Common Stock and Class B Common Stock is necessary to constitute a quorum for the Meeting. The affirmative vote of a plurality of all of the votes cast at a meeting at which a quorum is present is necessary for the election of each of the nominees for director. For purposes of the election of directors, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote, although they will count toward the presence of a quorum. The affirmative vote of a majority of all votes cast at a meeting at which a quorum is present is necessary for the ratification of the appointment of KPMG LLP as the Company's independent accountants. For purposes of the vote on this matter, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote although they will count toward the presence of a quorum. The affirmative vote of a majority of all votes cast and entitled to vote at a meeting at which a quorum is present is necessary for the approval of the amendment to the Company's 1998 Stock Option, Deferred Stock and Restricted Stock Plan increasing the number of shares of Class A Common Stock authorized for issuance. For purposes of the vote on this matter, abstentions will be counted as votes cast against the proposal, whereas broker non-votes will not be counted as votes cast and will have no effect on the result of the vote, although they will count toward the presence of a quorum.

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**Table of Contents****PROPOSAL NO. 1****ELECTION OF DIRECTORS**

The Company's Board of Directors is divided into three classes, with each class serving a three-year term and thereafter until their successors are duly elected and qualified or until death, resignation or removal. One class of directors is elected annually at the Annual Meeting of Stockholders. The Company's Bylaws currently provide for a variable Board of Directors with a range of between five and nine members. The Company currently has seven members on its Board of Directors. The Company's Bylaws give the Board of Directors the authority to establish, increase or decrease the number of directors.

Unless otherwise directed by stockholders within the limits set forth in the Bylaws, the proxy holders will vote all shares represented by proxies held by them for the election of Robert Greenberg and Thomas J. Poletti who are currently members of the Company's Board of Directors. The Company has been advised by Robert Greenberg and Thomas J. Poletti of their availability and willingness to serve if elected. In the event that Robert Greenberg or Thomas J. Poletti becomes unavailable or unable to serve as a member of the Company's Board of Directors prior to the voting, the proxy holders will refrain from voting for them or will vote for a substitute nominee in the exercise of their best judgment.

**Information Concerning Nominees**

The following table sets forth certain information with respect to the nominees to the Board of Directors of the Company.

<b>Name</b>	<b>Age</b>	<b>Class and Year in Which Term Will Expire</b>	<b>Position</b>
Robert Greenberg	63	Class I (2003)	Chairman of the Board and Chief Executive Officer
Thomas J. Poletti(1)	45	Class I (2003)	Director

(1) Member of the Audit Committee

*Robert Greenberg* has served as the Chairman of the Board and Chief Executive Officer of the Company since October 1993. From 1979 to 1992, Mr. Greenberg was the Chairman of the Board and President of L.A. Gear, Inc. ( L.A. Gear ), an athletic and casual footwear and apparel company.

*Thomas J. Poletti* has served as a member of the Board of Directors since January 2002. Mr. Poletti is a partner at the law firm of Kirkpatrick & Lockhart LLP and has practiced law at Kirkpatrick & Lockhart LLP and its Los Angeles-based predecessor, Freshman, Marantz, Orlanski, Cooper & Klein since 1984 where he has served as a partner for the last 15 years.

**Directors Not Standing for Election**

The members of the Board of Directors who are not standing for election at this year's Annual Meeting of Stockholders are set forth below.

<b>Name</b>	<b>Age</b>	<b>Class and Year in Which Term Will Expire</b>	<b>Position</b>
Michael Greenberg	40	Class II (2004)	President and Director
Jeffrey Greenberg	35	Class II (2004)	Vice President of Electronic Media and Director
David Weinberg	52	Class II (2004)	Executive Vice President, Chief Financial Officer and Director
Richard Siskind(1)	57	Class III (2005)	Director
Geyer Kosinski(1)	36	Class III (2005)	Director

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(1) Member of the Audit Committee

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*Michael Greenberg* has served as the President and a member of the Board of Directors of the Company since its inception in 1992, and from June 1992 to October 1993, he was Chairman of the Board. From 1989 to 1992, Mr. Greenberg was the National Sales Manager of L.A. Gear. Previously, from 1986 to 1989, he was the Regional Sales Manager of L.A. Gear for the West Coast, and from 1984 to 1986, he was an account representative for the West Coast at L.A. Gear.

*Jeffrey Greenberg* has served as a member of the Board of Directors of the Company since September 2000 and Vice President of Electronic Media of the Company since January 1998. Previously, Mr. Greenberg served as Chief Operating Officer, Secretary and a member of the Board of Directors of the Company from June 1992 to July 1998 and as Chief Executive Officer from June 1992 to October 1993.

*David Weinberg* has served as Chief Financial Officer of the Company since October 1993 and Executive Vice President and a member of the Board of Directors since July 1998. From June 1989 to September 1992, Mr. Weinberg served as Vice President, Credit and Collections at L.A. Gear.

*Richard Siskind* has served as a member of the Board of Directors of the Company since June 1999. Since November 2002, Mr. Siskind has served as President and a member of the Board of Directors of Magic Lantern Group, Inc. (AMEX: GML), which changed its name from JKC Group, Inc. From May 1998 to November 2002, Mr. Siskind served as President, Chief Executive Officer and a member of the Board of Directors of Stage II Apparel Corp. (AMEX:SA), which changed its name to JKC Group, Inc. (AMEX:JKC) in April 2002. In 1991, Mr. Siskind founded R. Siskind & Company, a business that purchases brand name men's and women's apparel and accessories and redistributes those items to off-price retailers, and he is its sole shareholder, Chief Executive Officer, President and sole member of its Board of Directors.

*Geyer Kosinski* has served as a member of the Board of Directors since November 2001. Since 1997, Mr. Kosinski has been a Managing Partner and co-owner of Industry Entertainment, a talent management and production company that promotes feature films and television programming and manages over 100 actors, writers and directors. From 1992 to 1997, Mr. Kosinski was an agent at The William Morris Agency, representing talent including George Clooney, Robert Downey, Jr., Kevin Spacey, Angelina Jolie and Billy Bob Thornton, and packaging such movies as *Sling Blade* and *Albino Alligator*.

**Compensation of Directors**

The Company pays its non-employee directors annual compensation of \$15,000 for their services, which is paid annually. In addition, non-employee directors receive a fee of \$1,000 for each meeting attended. Non-employee directors attending any committee meeting receive an additional fee of \$750 for each committee meeting attended, unless the committee meeting is held on the day of a meeting of the Board of Directors, in which case they receive no additional compensation for the committee meeting. Non-employee directors are also reimbursed for reasonable costs and expenses incurred for attending any director or committee meetings. Officers of the Company who are members of the Board of Directors are not paid any directors' fees.

**Committees and Attendance at Board Meetings**

One meeting of the Board of Directors was held in 2002. Except for Geyer Kosinski, each director attended the meeting.

The Audit Committee, established by the Board of Directors on June 3, 1999, reviews the scope of auditing activities performed by the Company's independent accountants. The purpose of the Audit Committee is to recommend engagement of the Company's independent auditors, to approve the services performed by such auditors, to consult with such auditors and review with them the results of their examination, to review and approve any material accounting policy changes affecting the Company's operating results and to review the Company's control procedures and personnel. The Audit Committee met four times during 2002. Each Audit Committee member attended all of the meetings, except Geyer Kosinski who did not attend two meetings.

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A Compensation Committee was also established by the Board of Directors on June 3, 1999. The purpose of the Compensation Committee is to review and approve the compensation benefits and severance arrangements for the Company's officers and other employees, administer the Company's stock option and stock purchase plans and make recommendations to the Board of Directors regarding such matters. The Compensation Committee did not meet during 2002. The Board of Directors intends to review the functions of the Compensation Committee and re-establish the members to serve on the Compensation Committee.

The Board of Directors does not presently have a nominating committee.

**Executive Officers**

The following table sets forth certain information with respect to the executive officers of the Company who are not also directors. For information concerning Michael Greenberg and David Weinberg, see Election of Directors Directors Not Standing for Election.

Name	Age	Position
Philip G. Paccione	41	General Counsel; Executive Vice President, Business Affairs; Corporate Secretary
Mark Nason	41	Executive Vice President, Merchandising
Joe Phillips	51	Executive Vice President, Domestic Sales

*Philip G. Paccione* has served as Executive Vice President, Business Affairs since February 2000, Corporate Secretary since July 1998, and General Counsel of the Company since May 1998. Before joining the Company and since June 1997, Mr. Paccione was an attorney at the law firm of Riordan & McKinzie, in Los Angeles, and from May 1996 to June 1997 he was a sole practitioner of law. Mr. Paccione also practiced law at the law firm of Gartner & Young from December 1994 to May 1996 and at the law firm of Kelley, Drye & Warren from June 1991 to December 1994.

*Mark Nason* has served as our Executive Vice President, Merchandising since March 2002. From January 1998 to March 2002, Mr. Nason served as our Vice President, Retail and Merchandising, and from December 1993 to January 1998, he served as our Director of Merchandising and Retail Development. From January 1981 through November 1993, Mr. Nason was employed in various capacities, including General Merchandising Manager, Director of Visual Merchandising and Buyer at Track n Trail.

*Joe Phillips* has served as our Executive Vice President, Domestic Sales since March 2002, and from January 2001 to March 2002, he served as our Vice President, Sales. From 2000 to 2001, Mr. Phillips served as President and Chief Executive Officer at Jeremy's Microbatch Ice Creams (OTC:JMIC), where he was brought in to restructure and stabilize the company, and from 1999 to 2000, he served as a general management consultant for Life Is Good. From 1994 to 1998, Mr. Phillips served as Senior Vice President of Sales and General Manager at Champion Products, Inc.

Robert Greenberg is the father of Michael Greenberg and Jeffrey Greenberg; other than the foregoing, no family relationships exist between any of the directors or executive officers of the Company.

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The following table sets forth information concerning the annual and long-term compensation earned by the Company's Chief Executive Officer and each of the other executive officers whose annual salary and bonus during 2000, 2001 and 2002 exceeded \$100,000 (the Named Executive Officers).

**Summary Compensation Table**

Name and Principal Position	Year	Annual Compensation			Long-Term Compensation	All Other Compensation (\$)
		Salary(\$)	Bonus(\$)	Other Annual Compensation (\$)(1)	Awards	
					Securities Underlying Options(#)	
Robert Greenberg	2002	500,102		8,603		10,192(2)
Chairman of the Board;	2001	500,000	500,109	7,822		7,082(2)
Chief Executive Officer	2000	500,000	500,000			6,240(2)
Michael Greenberg	2002	584,616	108,122	16,703	50,000	19,273(3)
President	2001	350,000	1,162,895	16,692		12,866(3)
	2000	350,000	516,000	10,800	60,000	13,779(3)
David Weinberg	2002	494,231	108,122	24,210	50,000	15,848(4)
Executive Vice President;	2001	250,000	987,895	20,782	110,000	9,832(4)
Chief Financial Officer	2000	250,000	456,992		70,000	11,301(4)
Mark Nason(7)	2002	493,077	86,518		50,000	13,687(5)
Executive Vice President, Merchandising						
Joe Phillips(8)	2002	395,062	21,706		25,000	13,701(6)
Executive Vice President, Domestic Sales						

- (1) Represents the amount of an automobile lease for the benefit of each executive officer. With respect to Robert Greenberg, excludes rental payments of \$16,200 in 2000 made by the Company directly to landlord regarding property used primarily for corporate purposes but which is leased under the individual's name. With respect to David Weinberg, excludes rental payments of \$48,000 in each of 2002, 2001 and 2000 and made by the Company directly to landlord regarding property used primarily for corporate purposes but which is leased under the individual's name.
- (2) Represents health and life insurance payments for 2002, 2001 and 2000, respectively.
- (3) Represents health and life insurance payments of \$13,773, \$9,828 and \$8,679, and contributions of \$5,500, \$3,038 and \$5,100 by the Company under its 401(k) Plan for 2002, 2001 and 2000, respectively.
- (4) Represents health and life insurance payments of \$9,848, \$6,794 and \$6,201, and contributions of \$6,000, \$3,038 and \$5,100 by the Company under its 401(k) Plan for 2002, 2001 and 2000, respectively.
- (5) Represents health and life insurance payments of \$13,557 and contributions of \$130 by the Company under its 401(k) Plan for 2002.
- (6) Represents health and life insurance payments.
- (7) Mr. Nason began serving as an executive officer of the Company in March 2002.
- (8) Mr. Phillips began serving as an executive officer of the Company in March 2002.

**Stock Option Plan**

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In January 1998, the Company's Board of Directors and stockholders adopted the 1998 Stock Option, Deferred Stock and Restricted Stock Plan (the Stock Option Plan), which provides for the grant of qualified incentive stock options (ISOs) that meet the requirements of Section 422 of the Internal Revenue Code of 1986, as amended (the Code), stock options not so qualified (NQSOs), deferred stock and restricted stock awards (Awards). The Stock Option Plan may be administered by either the Board of

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Directors or a committee of directors appointed by the Board of Directors (the Committee). ISOs may be granted to the officers and key employees of the Company or any of its subsidiaries. The exercise price for any ISO granted under the Stock Option Plan may not be less than 100% (or 110% in the case of ISOs granted to an employee who is deemed to own in excess of 10% of the outstanding Class A Common Stock) of the fair market value of the shares of Class A Common Stock at the time the option is granted. The exercise price for any NQSO granted under the Stock Option Plan may not be less than 85% of the fair market value of the shares of Class A Common Stock at the time the option is granted. The purpose of the Stock Option Plan is to provide a means of performance-based compensation in order to attract and retain qualified personnel and to provide an incentive to those whose job performance affects the Company.

The Stock Option Plan originally authorized the grant of options to purchase, and Awards of, an aggregate of up to 5,215,154 shares of the Company's Class A Common Stock. By action at the Annual Meeting of Stockholders on June 1, 2001, the number of shares of Class A Common Stock authorized for issuance under the Stock Option Plan was increased by 3,000,000 shares so that the Stock Option Plan authorizes the grant of options to purchase and awards of an aggregate of up to 8,215,154 shares of the Company's Class A Common Stock. By action at the Annual Meeting of Stockholders to be held on May 30, 2003, the number of shares of Class A Common Stock authorized for issuance under the Stock Option Plan would be increased by an additional 3,000,000 shares. The number of shares reserved for issuance under the Stock Option Plan is subject to anti-dilution provisions for stock splits, stock dividends and similar events. If an option granted under the Stock Option Plan expires or terminates, or an Award is forfeited, the shares subject to any unexercised portion of such option or Award will again become available for the issuance of further options or Awards under the Stock Option Plan.

Under the Stock Option Plan, the Company may make loans available to stock option holders, subject to the Committee's approval, in connection with the exercise of stock options granted under the Stock Option Plan. If shares of Class A Common Stock are pledged as collateral for such indebtedness, such shares may be returned to the Company in satisfaction of such indebtedness. If so returned, such shares shall again be available for issuance in connection with future stock options and Awards under the Stock Option Plan.

No options or Awards may be granted under the Stock Option Plan after January 14, 2008, provided that the Company's Board of Directors does not otherwise amend or terminate the Stock Option Plan prior to such date.

Options granted under the Stock Option Plan will become exercisable according to the terms of the grant made by the Board of Directors or the Committee. Awards will be subject to the terms and restrictions of the award made by the Board of Directors or the Committee. The Board of Directors and the Committee have discretionary authority to select participants from among eligible persons and to determine at the time an option or Award is granted, and in the case of options, whether it is intended to be an ISO or a NQSO, and when and in what increments shares covered by the option may be purchased. Under current law, ISOs may not be granted to any individual who is not also an officer or employee of the Company or any subsidiary.

The exercise price of any option granted under the Stock Option Plan is payable in full (i) in cash, (ii) by surrender of shares of the Company's Class A Common Stock already owned by the option holder having a market value equal to the aggregate exercise price of all shares to be purchased, (iii) by cancellation of indebtedness owed by the Company to the option holder, (iv) by a full recourse promissory note executed by the option holder, (v) by arrangement with a broker or (vi) by any combination of the foregoing. The terms of any promissory note may be changed from time to time by the Board of Directors to comply with applicable Internal Revenue Service or Securities and Exchange Commission regulations or other relevant pronouncements.

The Board of Directors may from time to time revise or amend the Stock Option Plan and may suspend or discontinue it at any time. However, no such revision or amendment may impair the rights of any participant under any outstanding stock option or Awards without such participant's consent or may, without stockholder approval, increase the number of shares subject to the Stock Option Plan or decrease the exercise price of a stock option to less than 100% of fair market value on the date of grant (with the exception of adjustments resulting from changes in capitalization), materially modify the class of participants eligible to

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receive options or Awards under the Stock Option Plan, materially increase the benefits accruing to participants under the Stock Option Plan or extend the maximum option term under the Stock Option Plan.

In the event of a change of control, all outstanding stock options and Awards will fully vest and any indebtedness incurred in connection with the Stock Option Plan will be forgiven. A change of control occurs when (i) any person becomes the beneficial owner, directly or indirectly, of 50 percent or more of the combined voting power of the Company's securities, (ii) during any consecutive two-year period, individuals who at the beginning of such period constitute the Board of Directors, and any new director, with certain exceptions, who was approved by at least two-thirds of the directors still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved, cease for any reason to constitute at least a majority of the Board of Directors, (iii) in some circumstances, the stockholders approve a merger or consolidation, or (iv) the stockholders approve the complete liquidation, sale or disposition of all or substantially all of the Company's assets.

As of March 31, 2003, options to purchase 5,437,079 shares of Class A Common Stock were outstanding at a per share exercise price ranging from \$2.78 to \$29.45. The Company has 615,186 shares of Class A Common Stock underlying options available for grant.

**Options Granted in 2002**

The following table sets forth information concerning individual grants of stock options in 2002 to the Named Executive Officers:

Options Granted in 2002						
Name	Individual Grants				Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term(5)	
	Number of Securities Underlying Options Granted(1)(#)	Percent of Total Options Granted to Employees(2)(%)	Exercise or Base Price (\$/Sh)(3)	Expiration Date(4)	5%(\$)	10%(\$)
Robert Greenberg						
Michael Greenberg	50,000	3.1	6.95	10/09/12	218,541	553,826
David Weinberg	50,000	3.1	6.95	10/09/12	218,541	553,826
Joe Phillips	25,000	1.6	6.95	10/09/12	109,270	276,913
Mark Nason	50,000	3.1	6.95	10/09/12	218,541	553,826

- (1) 25% of the options vested immediately on the date of grant and the remaining options vest 25% per year on each anniversary of the date of grant.
- (2) The total number of options granted to the Company's employees (not including 80,653 shares underlying options granted to non-employee directors) during 2002 was 1,608,942.
- (3) The exercise price per share of options granted represents the fair market value of the underlying shares of Class A Common Stock on the date the options were granted.
- (4) Such stock options expire ten years from the date of grant or earlier upon termination of employment.
- (5) In order to comply with the rules of the Securities and Exchange Commission, the Company is including the gains or option spreads that would exist for the respective options that the Company granted to the Named Executive Officers. The Company calculated these gains by assuming an annual compound stock price appreciation of 5% and 10% from the date of the option grant until the termination date of the option. These gains do not represent the Company's estimate or projection of the future price of the Class A Common Stock.

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The following table sets forth the outstanding stock options of the Named Executive Officers as of December 31, 2002.

Name and Principal Position	Year End Option Values					
	Shares Acquired on Exercise(#)	Value Realized(\$)	Number of Securities Underlying Unexercised Options at December 31, 2002		Value of Unexercised In-The-Money Options at December 31, 2002(1)	
			Exercisable(#)	Unexercisable(#)	Exercisable(\$)	Unexercisable(\$)
Robert Greenberg						
Michael Greenberg			40,000	52,500	30,631	69,131
David Weinberg	74,535	1,458,571	113,565	110,000	210,906	80,513
Mark Nason	10,000	201,460	89,768	85,000	183,438	80,513
Joe Phillips	12,500	122,100	21,250	48,750	9,625	28,875

- (1) The value of the unexercised in-the-money options is based on the fair market value of \$8.49 as of December 31, 2002, minus the exercise price, multiplied by the numbers of shares underlying the option.

**Securities Authorized for Issuance Under Equity Compensation Plans**

The following table provides information as of December 31, 2002 regarding compensation plans (including individual compensation arrangements) under which equity securities of Skechers are authorized for issuance.

Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column(a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	5,429,383(1)	\$ 10.89	2,742,950(2)
Equity compensation plans not approved by security holders			
Total	5,429,383		2,742,950

- (1) Represents stock options outstanding under the Company's 1998 Stock Option, Deferred Stock and Restricted Stock Plan ( 1998 Plan ). Amount does not include shares available under the Company's Employee Stock Purchase Plan ( ESPP Plan ), which has a shareholder approved reserve of 2,112,939 shares.
- (2) Represents 630,011 shares available for future issuance under the 1998 Plan and 2,112,939 shares available for future issuance under the ESPP Plan. Under the ESPP Plan, each eligible employee may purchase a limited number of shares of Class A common stock at semi-annual intervals each year at a purchase price per share equal to 85% of the fair market value of the Company's Class A common stock as of either the beginning or ending date of the semi-annual purchase period.

**Employee Stock Purchase Plan**

The Company's 1998 Employee Stock Purchase Plan (the 1998 Purchase Plan ) was adopted by the Company's Board of Directors and stockholders in July 1998 and amended by its Board of Directors in June 2000. The 1998 Purchase Plan is intended to qualify under Section 423

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of the Code. Each twelve-month offering period includes two consecutive six-month purchase periods. The offering periods generally start on the first trading day on or after January 1 and July 1 of each year. The initial offering period commenced on July 1, 1999. A total of 2,781,415 shares of Class A Common Stock was initially reserved for issuance under the 1998 Purchase Plan, which is adjusted annually for increases equal to the lesser of (i) 1,000,000 shares,



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(ii) 1% of the outstanding shares of Class A Common Stock on such date, or (iii) such lesser amount as may be determined by the Company's Board of Directors.

Employees are eligible to participate if they are customarily employed by the Company or any designated subsidiary for at least 20 hours per week and more than five months in any calendar year. However, any employee who (i) immediately after the grant of a stock purchase right owns stock possessing 5% or more of the total combined voting power or value of all classes of the capital stock of the Company or (ii) whose rights to purchase stock under all employee stock purchase plans of the Company accrue at a rate which exceeds \$25,000 worth of stock for each calendar year may not be granted an option to purchase stock under the 1998 Purchase Plan for that year.

The 1998 Purchase Plan permits participants to purchase Class A Common Stock through payroll deductions of up to 15% of the participant's compensation. Compensation is defined as the participant's base straight time gross earnings, including commissions, payments for overtime, incentive bonuses and performance bonuses. Amounts deducted and accumulated by the participant are used to purchase shares of Class A Common Stock at the end of each purchase period. The price of stock purchased under the 1998 Purchase Plan is 85% of the lower of the fair market value of the Class A Common Stock as of either the beginning or ending date of the semi-annual purchase period. The maximum number of shares a participant may purchase during a single offering period is determined by dividing \$25,000 by the fair market value of a share of the Company's Class A Common Stock on the first day of the offering period. Participants may end their participation at any time during an offering period, and they will be paid their payroll deductions to date. Participation ends automatically upon termination of employment with the Company.

Rights granted under the 1998 Purchase Plan are not transferable by a participant other than by will, the laws of descent and distribution, or as otherwise provided under the 1998 Purchase Plan.

The 1998 Purchase Plan provides that, in the event of a merger of the Company with or into another corporation or a sale of all or substantially all of the Company's assets, each outstanding stock purchase right may be assumed or substituted for by the successor corporation. If the successor corporation refuses to assume or substitute for the outstanding stock purchase right, the offering period then in progress will be shortened and a new purchase date will be set so that shares of Class A Common Stock are purchased with the participant's accumulated payroll deductions prior to the effective date of such transaction.

The Board of Directors has the authority to amend or terminate the 1998 Purchase Plan, except that no such action may adversely affect any outstanding rights to purchase stock under the 1998 Purchase Plan, provided that the Board of Directors may terminate an offering period on any exercise date if the Board of Directors determines that the termination of the 1998 Purchase Plan is in the best interests of the Company and its stockholders. Notwithstanding anything to the contrary, the Board of Directors may in its sole discretion amend the 1998 Purchase Plan to the extent necessary and desirable to avoid unfavorable financial accounting consequences by altering the purchase price for any offering period, shortening any offering period or allocating remaining shares among the participants. Unless terminated sooner by the Board of Directors, the 1998 Purchase Plan will terminate on June 30, 2008.

As of March 31, 2003, 668,476 shares of the Company's Class A Common Stock had been purchased by the Company's employees at the average price of \$7.18 per share, which was an aggregate purchase price of \$4,800,000.

**401(k) Plan**

The Company has in place a contributory retirement plan (the 401(k) Plan) for all full time employees age 21 and older with at least 12 months of service, which is designed to be tax deferred in accordance with the provisions of Section 401(k) of the Code. The 401(k) Plan provides that each participant may contribute up to 15% of his or her salary and the Company may make a contribution equal to a percentage of salary contributed by the participant to his or her plan account at the end of each plan year. Under the 401(k) Plan, employees may elect to enroll on January 1 and July 1 of any plan year, provided that

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they have been employed by the Company for at least one year. The 401(k) Plan was amended in April 2001 to allow employees to enroll after six months of service.

Subject to the rules for maintaining the tax status of the 401(k) Plan, an additional Company contribution may be made at the Company's discretion. Company matching contributions are made at the discretion of the Company. The Company's contributions to the 401(k) Plan in 2002, 2001 and 2000 were \$788,000, \$702,000 and \$500,000, respectively. As its contribution to the 401(k) Plan for 2002, the Company issued 83,351 shares of its Class A common stock in March 2003, which contain certain restrictions regarding the subsequent sale of those shares.

**Compensation Committee Interlocks and Insider Participation**

There were no meetings of a Compensation Committee during 2002. Robert Greenberg, the Company's Chief Executive Officer, Michael Greenberg, the Company's President, and David Weinberg, the Company's Executive Vice President and Chief Financial Officer, reviewed and discussed the compensation of the executive officers for 2002. The 2002 executive compensation was approved by the Company's Board of Directors, including the non-employee directors. See "Certain Relationships and Related Transactions" regarding arrangements between the Company and the Greenberg Family Trust, of which Robert Greenberg is a trustee, and Michael Greenberg. Until April 16, 2002, Robert Greenberg served on the board of directors and the compensation committee of Stage II Apparel Corp., whose President and Chief Executive Officer is Richard Siskind. Other than as described above, none of the executive officers of the Company serves on the board of directors or on the compensation committee of any other entity, which has officers who serve on the Company's Board of Directors.

**Report of the Audit Committee**

The Audit Committee of the Company's Board of Directors (the "Audit Committee") is currently comprised of three independent directors and acts under a written Audit Committee Charter adopted by the Board of Directors on May 31, 2000. Each of the members of the Audit Committee is independent, as defined by the Audit Committee Charter and listing standards of the New York Stock Exchange.

The Audit Committee has reviewed and discussed the Company's audited financial statements with the Company. The Audit Committee has discussed with the independent auditors the matters required to be discussed by Statement on Audit Standards No. 61, as may be modified or supplemented. In addition, the Audit Committee has received from the independent auditors the written disclosures required by the Independence Standards Board Standard No. 1, which requires the written disclosure of all relationships between the Company and its independent auditors that, in the independent auditor's professional judgment, may reasonably be thought to bear on independence and confirmation that, in its professional judgment, it is independent of the company that it is auditing.

During the fiscal year ended December 31, 2002, the Company retained KPMG LLP to provide services as follows:

<u>Audit Fees</u>	<u>Audit Related Fees</u>	<u>Tax Fees</u>	<u>All Other Fees</u>
\$527,000	\$103,000	\$943,000	\$208,000

The Audit Committee has considered whether the independent auditors' provision of services other than audit services is compatible with maintaining auditor independence and has concluded it is.

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Based on review and the discussions referred to above, the Audit Committee recommended to the Company's Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002 for filing with the Securities and Exchange Commission.

Respectfully submitted,

Geyer Kosinski  
Thomas J. Poletti  
Richard Siskind

**Board Report on Executive Compensation**

Typically, the Compensation Committee of the Company's Board of Directors administers the policies governing the Company's executive compensation program, however, there were no meetings of a Compensation Committee during 2002. All issues pertaining to executive compensation were reviewed and approved by the Company's Board of Directors.

The Board of Directors believes that executive compensation should reward sustained earnings and long-term value created for stockholders and reflect the business strategies and long-range plans of the Company. The guiding principles affecting executive compensation are to: (1) attract and retain key high caliber executives; (2) provide levels of compensation competitive with those offered by the Company's competitors and (3) motivate executives to enhance earnings and long-term stockholder value by linking stock performance on a total returns basis with long-term incentive compensation.

The Company's executive compensation philosophy is to set base salary at a conservative market rate and then to provide performance-based variable compensation which allows total compensation to fluctuate according to the Company's earnings as well as to value received by its stockholders. Targeted levels of executive compensation are set at levels consistent with others in the Company's industry, determined after comparison, with such compensation increasingly weighted towards programs contingent upon the Company's level of annual and long-term performance.

Each executive officer's compensation is comprised of up to three principal components: base salary, bonus and any stock options or restricted stock awards granted pursuant to the Company's 1998 Stock Option, Deferred Stock and Restricted Stock Plan. Base salary and bonus are determined by executive management and are reviewed at least annually by a Compensation Committee or the Board of Directors. See Executive Compensation for a description of the allocation of base salary and bonus. Michael Greenberg, David Weinberg, Mark Nason and Joe Phillips each received an annual bonus based on certain objective performance criteria of the Company for 2002 of \$108,122, \$108,122, \$86,518 and \$21,706, respectively. The Management and the Board of Directors believe that the total compensation package of the executive officers should be linked to certain objective performance criteria of the Company and to the total return of the Company's stock, both on an absolute basis and relative to similar companies. The Company uses stock options to align the long-range interests of its executive officers with the interests of stockholders. The amount of stock options that may be granted to each executive officer is determined by taking into consideration the officer's position with the Company, overall individual performance, the Company's performance and an estimate of the long-term value of the award considering current base salary and any cash bonus awarded.

The foregoing principles and policies are applied in examining the compensation of Robert Greenberg, the Company's Chief Executive Officer. The Board of Directors believes that Mr. Greenberg, as Chief Executive Officer, significantly and directly influences the Company's overall performance. Pursuant to his amended employment agreement with the Company, the Chief Executive Officer's compensation for 2002 consisted of a base salary of \$500,000.

Section 162(m) was added to the Code as part of the Omnibus Budget Reconciliation Act of 1993. Section 162(m) limits the deduction for compensation paid to the Chief Executive Officer and the other Named Executive Officers to the extent that compensation of a particular executive exceeds \$1,000,000,

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unless such compensation was based upon performance goals determined by a compensation committee consisting solely of two or more outside directors, the material terms of which are approved by a majority vote of the stockholders prior to the payment of such remuneration, or paid pursuant to a binding contract that was in effect on February 17, 1993. While the tax impact of any compensation arrangement is one factor to be considered, such impact is evaluated in light of the Compensation Committee's overall compensation philosophy. The Company intends to establish executive officer compensation programs that will maximize the Company's tax deduction if the Compensation Committee determines that such actions are consistent with its philosophy and in the best interests of the Company and its stockholders. However, from time to time, the Company may award compensation that is not fully deductible if it is determined that such award is consistent with its philosophy and in the best interest of the Company and its stockholders.

A Compensation Committee or the Board of Directors will review the Company's existing compensation program to determine the deductibility of the future compensation paid or awarded pursuant thereto and will seek guidance with respect to changes to the Company's existing compensation program that will enable the Company to continue to attract and retain key individuals while optimizing the deductibility to the Company of amounts paid as compensation.

The Board of Directors believes that its overall executive compensation program will be successful in providing competitive compensation appropriate to attract and retain highly qualified executives and also to encourage increased performance from the executive group which will create added stockholder value.

Respectfully submitted,

Robert Greenberg  
Michael Greenberg  
Jeffrey Greenberg  
David Weinberg  
Geyer Kosinski  
Thomas J. Poletti  
Richard Siskind

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**Stockholder Return Performance Presentation**

The following graph demonstrates from June 9, 1999 to December 31, 2002, a comparison of cumulative total returns for Skechers Class A Common Stock, the Standard & Poor's 500 Stock Index, and the Standard & Poor's Shoes Index. The graph assumes an investment of \$100 on June 9, 1999 in each of the Company's Class A Common Stock, and on May 31, 1999 in the stocks comprising the Standard & Poor's 500 Stock Index and the Standard & Poor's Shoes Index. Each of the indices assumes that all dividends were reinvested.

**COMPARISON OF 43 MONTH CUMULATIVE TOTAL RETURN\***

**AMONG SKECHERS USA, INC., THE S & P 500 INDEX  
AND THE S & P FOOTWEAR INDEX**

\* Assumes \$100 invested on 6/9/99 in stock or on 5/31/99 in index including reinvestment of dividends. Fiscal year ending December 31.

The Standard & Poor's Shoes Index consists of NIKE and Reebok International. The Standard & Poor's Shoe Index includes companies in one major line of business in which the Company competes. The index does not encompass all of the Company's competitors nor all product categories and lines of business in which the Company is engaged.

The stock performance of the Company's Class A Common Stock shown on the graph above is not necessarily indicative of future performance. The Company will not make nor endorse any predictions as to its future stock performance.

Company/Market/ Index	6/9/99	6/30/99	9/30/99	12/31/99	3/31/00	6/30/00	9/30/00	12/31/00	3/31/01	6/30/01	9/30/01	12/31/01	3/31/02	6/30/02	9/30/02	12/31/02
SKECHERS USA, INC.	\$ 100.00	\$ 95.45	\$ 43.18	\$ 34.66	\$ 64.21	\$ 143.75	\$ 137.50	\$ 140.91	\$ 218.18	\$ 265.73	\$ 106.18	\$ 132.91	\$ 171.91	\$ 196.45	\$ 86.73	\$ 77.18
S & P 500	100.00	105.55	98.96	113.68	116.29	113.20	112.11	103.33	91.08	96.41	82.26	91.05	91.30	79.07	65.41	70.93
S & P FOOTWEAR	100.00	106.46	91.27	79.42	64.48	67.15	68.64	96.21	71.76	76.58	80.52	97.49	103.95	94.98	77.10	80.91

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**COMPLIANCE WITH SECTION 16(a) OF THE SECURITIES EXCHANGE ACT OF 1934**

Section 16(a) of the Securities Act of 1934 (the Exchange Act ) requires the Company s officers, directors and persons who own more than ten percent of a registered class of the Company s securities, to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of Securities of the Company. Officers, directors and greater than ten percent stockholders are required by the Securities and Exchange Commission s regulations to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on the Company s review of the copies of such reports furnished to the Company, management believes that all officers, directors and greater than ten percent stockholders complied with the filing requirements of Section 16(a) for the fiscal years ended December 31, 2001 and 2002, except that Robert Greenberg filed one report late with respect to six transactions that were inadvertently omitted from a report filed in June 2001.

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

Shares of Class A Common Stock issuable upon conversion of shares of Class B Common Stock held by the Greenberg Family Trust and Michael Greenberg, President of the Company, are subject to certain registration rights. The Company entered into a registration rights agreement with the Greenberg Family Trust and Michael Greenberg pursuant to which the Company agreed that it will, on up to two separate occasions per year, register up to one-third of the shares of Class A Common Stock issuable upon conversion of their Class B Common Stock beneficially owned as of the closing of the Company s initial public offering of its Class A Common Stock by each such stockholder in any one year, provided, among other conditions, that the underwriters of any such offering have the right to limit the number of shares included in such registration. The Company also agreed that, if it shall cause to be filed with the Securities and Exchange Commission a registration statement, each such stockholder shall have the right to include up to one-third of the shares of Class A Common Stock issuable upon conversion of their Class B Common Stock beneficially owned as of the closing of the Company s initial public offering of its Class A Common Stock by each of them in such registration statement provided, among other conditions, that the underwriters of any such offering have the right to limit the number of shares included in such registration. All expenses of such registrations shall be at the Company s expense.

Thomas J. Poletti, a director of the Company, is a partner of the law firm of Kirkpatrick & Lockhart, LLP which provides legal services to the Company. The Company paid \$592,000 to Kirkpatrick & Lockhart, LLP for legal services that were provided to the Company in 2002.

The Company believes that all of the foregoing transactions were on terms no less favorable than those that could have been received from unrelated third parties.

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information regarding the beneficial ownership of the Company's Class A Common Stock and Class B Common Stock as of April 18, 2003 by (i) each director and nominated director of the Company, (ii) each of the Named Executive Officers, (iii) each person known to the Company to be beneficial owner of more than 5% of either class of the Common Stock and (iv) all directors and executive officers of the Company as a group.

Name of Beneficial Owner(1)	Shares Beneficially Owned			
	Number of Class A Shares	Number of Class B Shares(2)	Percent of Class A Shares(3)	Percent of Class B Shares(3)
Robert Greenberg		14,824,366(4)		77.2%
Michael Greenberg	55,059(5)	1,176,419(6)	*	6.1
Jeffrey Greenberg	63,325(7)	759,208	*	4.0
David Weinberg	214,484(8)		1.1%	
Geyer Kosinski	13,750(9)		*	
Richard Siskind	41,250(9)		*	
Thomas J. Poletti	23,750(9)		*	
Mark Nason	106,391(10)		*	
Joe Phillips	31,250(9)		*	
Caxton Associates, LLC	994,400(11)		5.4	
All directors and executive officers as a group (10 persons)	575,509(12)	16,759,993	3.0	87.3

\* Less than 1.0%

- (1) To the Company's knowledge, except as set forth in the footnotes to this table and subject to applicable community property laws, each person named in the table has sole voting and investment power with respect to the shares of Common Stock set down opposite such person's name. With the exception of Caxton Associates, LLC, each of such persons may be reached at 228 Manhattan Beach Boulevard, Manhattan Beach, California 90266.
- (2) The Class B Common Stock is convertible at any time into shares of the Class A Common Stock on a share-for-share basis. See "Certain Relationships and Related Transactions" for a description of transactions between the Greenberg Family Trust, of which Robert Greenberg is a trustee, Michael Greenberg and the Company.
- (3) The percentage ownership is calculated using 18,571,133 shares of Class A Common Stock and 19,206,561 shares of Class B Common Stock that were outstanding on April 18, 2003. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to the securities. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of Class A Common Stock subject to options held by that person that are currently exercisable or exercisable within 60 days of April 18, 2003 are deemed outstanding. Such shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of each other person.
- (4) Includes 13,957,666 shares of Class B Common Stock that Robert Greenberg, Chief Executive Officer and Chairman of the Board of the Company, is deemed to beneficially own as a trustee of the Greenberg Family Trust. Susan Greenberg, Robert Greenberg's wife, is also a trustee of the Greenberg Family Trust and is also deemed to beneficially own all shares held by the Greenberg Family Trust.
- (5) Includes 42,500 shares of Class A Common Stock underlying options that are exercisable currently or within 60 days of April 18, 2003, and includes 9,234 shares of Class A Common Stock beneficially owned by Michael Greenberg, President and a Director of the Company, indirectly through his wife,

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Wendy Greenberg, and their children. Michael Greenberg disclaims beneficial ownership of the 9,234 shares except to the extent of his pecuniary interest therein.

- (6) Represents 1,176,419 shares of Class B Common Stock that Michael Greenberg, President and a Director of the Company, is deemed to beneficially own as a trustee of the Michael and Wendy Greenberg Family Trust. Wendy Greenberg, Michael Greenberg's wife, is a trustee of the Michael and Wendy Greenberg Family Trust and is also deemed to beneficially own all shares held by the Michael and Wendy Greenberg Family Trust.
- (7) Includes 60,000 shares of Class A Common Stock underlying options that are exercisable currently or within 60 days of April 18, 2003.
- (8) Includes 138,565 shares of Class A Common Stock underlying options that are exercisable currently or within 60 days of April 18, 2003.
- (9) Represents shares of Class A Common Stock underlying options that are exercisable currently or within 60 days of April 18, 2003.
- (10) Includes 104,768 shares of Class A Common Stock underlying options that are exercisable currently or within 60 days of April 18, 2003.
- (11) Information is based on a Schedule 13G filed with the SEC on January 17, 2003. Principal business office of Caxton Associates, LLC is located at Princeton Plaza, Building 2, 731 Alexander Road, Princeton, NJ 08540. Bruce S. Kovner is the Chairman of Caxton Associates and the Chairman and sole owner of Caxton Corporation. Caxton Corporation is the Managing Member and majority owner of Caxton Associates. Caxton Associates is the trading advisor to GDK and, as such, has voting and dispositive power with respect to the investments made by GDK. Mr. Kovner may be deemed beneficiary to own these shares that are the investment of GDK.
- (12) Includes 482,083 shares of Class A Common Stock underlying options that are exercisable currently or within 60 days of April 18, 2003.

As of April 18, 2003, Robert Greenberg, his children, and the Greenberg Family Trust beneficially own all of the Class B Common Stock and approximately 91.2% of the combined voting power of the Company's Class A and Class B Common Stock. By virtue of this stock ownership, Robert Greenberg may be deemed to be a control person of the Company within the meaning of the rules and regulations promulgated under the Securities Act of 1933, as amended, and the Greenberg Family Trust influences the election of Robert Greenberg, Michael Greenberg, the Company's President, and Jeffrey Greenberg, both of whom are members of the Board of Directors of the Company, are each beneficiaries of the Greenberg Family Trust.

**PROPOSAL NO. 2**

**APPROVAL OF AMENDMENT TO 1998 STOCK OPTION, DEFERRED**

**STOCK AND RESTRICTED STOCK PLAN**

The stockholders are being asked to vote on a proposal to approve an amendment to increase the number of shares of Class A Common Stock authorized for issuance under the Stock Option Plan by an additional 3,000,000 shares. The amendment to the Stock Option Plan was approved by the Board of Directors on April 1, 2003, subject to stockholder approval. The proposed amendment would increase the authorized number of shares of Class A Common Stock issuable under the Stock Option Plan by 3,000,000 shares and would reserve the additional shares for issuance under the Stock Option Plan, bringing the total number of shares of Class A Common Stock subject to the Stock Option Plan to 11,215,154. The Company's Board of Directors believes it is in the best interests of the Company to increase the share reserve so that the Company can continue to attract and retain the services of those persons essential to the Company's growth and financial success. The Stock Option Plan was originally approved by the Board of Directors and stockholders in January 1998.



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**SUMMARY OF STOCK OPTION PLAN**

For a description of the Stock Option Plan, please see Executive Compensation Stock Option Plan.

**FEDERAL INCOME TAX CONSEQUENCES**

**Incentive Stock Options**

There is no taxable income to an employee of the Company when an incentive stock option is granted or when that option is exercised; however, generally the amount by which the fair market value of the shares at the time of exercise exceeds the option price will be included in the optionee's alternative minimum taxable income upon exercise. If the shares of Class A Common Stock received upon exercise of the incentive stock option are disposed of in the same year the option was exercised, and the amount realized is less than the Class A Common Stock's fair market value at the time of exercise, the amount includable in the alternative minimum taxable income will be the amount realized upon the sale or exchange of the shares, less the optionee's basis in the shares of Class A Common Stock. Gain realized by an optionee upon the sale of shares of Class A Common Stock issued upon exercise of an incentive stock option is taxable as long-term capital gain, in accordance with the applicable holding periods, and no tax deduction is available to the Company, unless the optionee disposed of the shares of Class A Common Stock of the Company within two years after the date of grant of the option or within one year after the date of exercise. In such event, the difference between the option exercise price and the fair market value of the Class A Common Stock on the date of the optionee's exercise will be taxed at ordinary income rates, and, subject to Section 162(m) of the Code, the Company will be entitled to a deduction to the extent the optionee must recognize ordinary income.

**Nonqualified Stock Options**

The recipient of a nonqualified stock option will not realize taxable income upon the grant of the option, nor will the Company be entitled to take any deduction. Upon the exercise of a nonqualified stock option, the optionee will realize ordinary income and, subject to Section 162(m) of the Code, the Company will be entitled to a deduction in an amount equal to the difference between the option exercise price and the fair market value of the Class A Common Stock on the date of exercise. The Company may be required to withhold taxes on the ordinary income realized by an optionee upon exercise of nonqualified stock options in order to be entitled to the tax deduction. An optionee's basis for the shares of Class A Common Stock for purposes of determining gain or loss on any subsequent disposition of the shares generally will be the fair market value of the Class A Common Stock on the date of exercise of the nonqualified stock options.

**Restricted Stock**

The receipt of restricted stock will not cause a recipient to realize taxable income until the expiration of any repurchase rights retained by the Company with respect to such stock, unless the recipient makes an election under Section 83(b) of the Code to be taxed as of the date of such purchase. If no repurchase rights are retained or if a Section 83(b) election is made, the participant will recognize ordinary income in an amount equal to the difference between the purchase price paid for the shares of Class A Common Stock and the fair market value of such shares on the date of purchase. If no Section 83(b) election is made or if repurchase rights are retained, the recipient will realize taxable income on each date that the recipient's ownership rights vest (when the Company no longer has the right to repurchase all or a portion of the shares). The recipient will recognize ordinary income, and, subject to Section 162(m) of the Code, the Company will be entitled to a deduction on each date shares of Class A Common Stock vest in an amount equal to the excess of the fair market value of such shares on that date over the purchase price paid for such shares. However, if the recipient is subject to Section 16(b) of the Exchange Act and if no Section 83(b) election was made at the time of purchase, the date that ordinary income is recognized for shares which vest within six months of purchase dates shall be deferred to six months from the date of purchase.

The foregoing summary is not a complete description of the U.S. Federal income tax aspects of the Stock Option Plan. Moreover, the foregoing summary relates only to Federal income taxes; there may also be

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Federal estate and gift tax consequences associated with the Stock Option Plan, as well as foreign, state and local tax consequences.

**PROPOSAL NO. 3**

**RATIFICATION OF APPOINTMENT OF INDEPENDENT ACCOUNTANTS**

For the 2002 fiscal year, KPMG LLP provided audit services which included examination of the Company's annual consolidated financial statements. Upon the recommendation of the Audit Committee, the Company's Board of Directors has selected KPMG LLP to provide audit services to the Company and its subsidiaries for the fiscal year ending December 31, 2003. The stockholders are being requested to ratify such selection at the Annual Meeting of Stockholders. A representative of KPMG LLP will attend the Annual Meeting to make any statements he or she may desire and to respond to appropriate stockholder questions.

**STOCKHOLDERS PROPOSALS**

Stockholders' proposals intended to be presented at the Company's next Annual Meeting of Stockholders to be held in 2004 must be received at the Company's principal executive offices no later than January 1, 2004, in order to be considered for inclusion in the proxy statement and form of proxy relating to that meeting. Proposals must comply with the proxy rules relating to stockholder proposals, in particular Rule 14a-8 under the Exchange Act, to be included in the Company's proxy materials. Stockholders who wish to submit a proposal for consideration at the Company's 2004 Annual Meeting of Stockholders, but who do not wish to submit a proposal for inclusion in the Company's Proxy Statement, must, in accordance with the Company's bylaws, deliver a copy of their proposal no later than the close of business on April 2, 2004 nor earlier than March 3, 2004. In either case, proposals should be delivered to Skechers U.S.A., Inc., 228 Manhattan Beach Blvd., Manhattan Beach, California 90266, Attention: Michael Greenberg, President. To avoid controversy and establish timely receipt by the Company, it is suggested that stockholders send their proposals by certified mail, return receipt requested.

**OTHER BUSINESS**

The Board of Directors does not know of any other matter to be acted upon at the meeting. However, if any other matter shall properly come before the meeting, the proxyholders named in the proxy accompanying this Proxy Statement will have authority to vote all proxies in accordance with their discretion.

BY ORDER OF THE BOARD OF DIRECTORS

Philip G. Paccione, *Corporate Secretary*

Dated: April 30, 2003  
Manhattan Beach, California

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**Please date, sign and mail your proxy card back as soon as possible!**

**Annual Meeting of Stockholders  
SKECHERS U.S.A., INC.**

**May 30, 2003**

â **Please Detach and Mail in the Envelope Provided** â

A **X** Please mark your votes as in this example.

**The Board of Directors unanimously recommends that you vote FOR the nominees listed in Proposal 1 and FOR Proposal 2 and Proposal 3.**

- 1. Election of Nominees FOR all the nominees listed at right (except as marked to the contrary below) WITHHOLD AUTHORITY to vote for the nominees Nominees: Robert Greenberg  
Thomas J. Poletti
  
- 2. Ratify the amendment to the 1998 Stock Option, Deferred Stock and Restricted Stock Plan increasing the number of shares of Class A Common Stock authorized for issuance under the Stock Option Plan.  

FOR	AGAINST	ABSTAIN
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
  
- 3. Ratify the appointment of KPMG LLP as independent accountants for the year ending December 31, 2003.  

FOR	AGAINST	ABSTAIN
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
  
- 4. Each of the persons named as proxies herein are authorized, in such person's discretion, to vote upon such other matters as may properly come before the Annual Meeting, or any adjournments thereof.

**PLEASE VOTE, SIGN EXACTLY AS NAME APPEARS HEREON, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.**

**MARK HERE IF YOU PLAN TO ATTEND THE MEETING**

**MARK HERE FOR CHANGE OF ADDRESS AND NOTE AT LEFT**

Signature: \_\_\_\_\_ Signature, if held jointly \_\_\_\_\_ Dated: \_\_\_\_\_, 2003

**NOTE:** Please date this Proxy and sign it exactly as your name(s) appears hereon. When shares are held by joint tenants, both should sign. When signing as an attorney, executor, administrator, trustee, guardian or other fiduciary, please indicate your capacity. If you sign for a corporation, please print full corporate name and indicate capacity of duly authorized officer executing on behalf of the corporation. If you sign for a partnership, please print full partnership name and indicate capacity of duly authorized person executing on behalf of the partnership.

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**SKECHERS U.S.A., INC.**

**PROXY FOR THE ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON MAY 30, 2003**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned stockholder(s) of Skechers U.S.A., Inc. a Delaware corporation, hereby acknowledges receipt of the Notice of Annual Meeting of Stockholders and Proxy Statement, each dated April 30, 2003, and hereby appoints Michael Greenberg and David Weinberg and each of them, with full power of substitution, as attorneys-in-fact and proxies for, and in the name and place of, the undersigned, and hereby authorizes each of them to represent and to vote all of the shares which the undersigned is entitled to vote at the Annual Meeting of Stockholders of Skechers U.S.A., Inc. to be held at the Ritz-Carlton Hotel, 4375 Admiralty Way, Marina Del Rey, California 90292, on Friday, May 30, 2003, at 10:00 a.m., Pacific time, and at any adjournments thereof, upon the matters as set forth in the Notice of Annual Meeting of Stockholders and Proxy Statement, receipt of which is hereby acknowledged.

**THIS PROXY, WHEN PROPERLY EXECUTED AND RETURNED IN A TIMELY MANNER, WILL BE VOTED AT THE ANNUAL MEETING AND AT ANY ADJOURNMENTS THEREOF IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER(S). IF NO SPECIFICATION IS MADE, THE PROXY WILL BE VOTED FOR ELECTION OF THE NOMINEES LISTED IN PROPOSAL 1, FOR APPROVAL OF PROPOSAL 2 and PROPOSAL 3 AS DESCRIBED IN THE PROXY, AND IN ACCORDANCE WITH THE JUDGMENT OF THE PERSONS NAMED AS PROXIES HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING.**

**PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE  
ENCLOSED ENVELOPE.**

**(continued, and to be signed and dated, on reverse side)**