

Edgar Filing: GREENBERG ROBERT - Form SC 13G/A

Inapplicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

9,231

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

3,378,670 (1)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

3,378,670 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,231 shares of Class A Common Stock and 3,378,670 shares of Class B Common Stock that 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)

8.1% (2)

12 TYPE OF REPORTING PERSON (See Instructions)

IN

(1) Represents 3,378,670 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 38,387,503 shares of Class A Common Stock outstanding as of December 31, 2010 and 3,378,670 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 29.9% of the Class B Common Stock, which is based on 11,310,610 shares of Class B Common Stock outstanding as of December 31, 2010. Mr. Greenberg beneficially owns 6.8% of the aggregate amount of Class A and Class B Common Stock outstanding as of December 31, 2010. Each share of Class B Common Stock is entitled to 10

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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 December 31, 2010, Mr. Greenberg beneficially owns 22.3% of the combined voting power of the Issuer's capital stock.

2

CUSIP NO. 830566 10 5

13G

PAGE 3 OF 10 PAGES

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

5 SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

3,378,670 (1)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

3,378,670 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,378,670 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)

[]

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

8.1% (2)

12 TYPE OF REPORTING PERSON (See Instructions)

IN

- (1) Represents 3,378,670 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 38,387,503 shares of Class A Common Stock outstanding as of December 31, 2010 and 3,378,670 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 29.9% of the Class B Common Stock, which is based on 11,310,610 shares of Class B Common Stock outstanding as of December 31, 2010. Mrs. Greenberg beneficially owns 6.8% of the aggregate amount of Class A and Class B Common Stock outstanding as of December 31, 2010. 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 December 31, 2010, Mrs. Greenberg beneficially owns 22.3% of the combined voting power of the Issuer's capital stock.

3

CUSIP NO. 830566 10 5

13G

PAGE 4 OF 10 PAGES

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

The Greenberg Family Trust

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

California

5 SOLE VOTING POWER

3,378,670

NUMBER OF 6 SHARED VOTING POWER

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SHARES		
BENEFICIALLY	0	
OWNED BY	-----	
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		
PERSON	3,378,670	
WITH	-----	
	8	SHARED DISPOSITIVE POWER
	0	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,378,670 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)

8.1%(1)

12 TYPE OF REPORTING PERSON (See Instructions)

00

(1) Based on 38,387,503 shares of Class A Common Stock outstanding as of December 31, 2010 and 3,378,670 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 29.9% of the Class B Common Stock which is based on 11,310,610 shares of Class B Common Stock outstanding as of December 31, 2010. The Greenberg Family Trust holds 6.8% of the aggregate amount of Class A and Class B Common Stock outstanding as of December 31, 2010. 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 December 31, 2010, the Greenberg Family Trust holds 22.3% of the combined voting power of the Company's capital stock.

4

CUSIP NO. 830566 10 5

13G

PAGE 5 OF 10 PAGES

ITEM 1.

(a) NAME OF ISSUER

Skechers U.S.A., Inc.

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(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)

CUSIP NO. 830566 10 5

13G

PAGE 6 OF 10 PAGES

ITEM 4. OWNERSHIP

(a) AMOUNT BENEFICIALLY OWNED

Robert Greenberg	3,387,901 (1)
M. Susan Greenberg	3,378,670 (1)
The Greenberg Family Trust	3,378,670

(b) PERCENT OF CLASS

Robert Greenberg	8.1% (2)
M. Susan Greenberg	8.1% (2)
The Greenberg Family Trust	8.1% (2)

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

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

Robert Greenberg	9,231
M. Susan Greenberg	0
The Greenberg Family Trust	3,378,670

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

Robert Greenberg	3,378,670 (1)
M. Susan Greenberg	3,378,670 (1)
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	3,378,670

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

Robert Greenberg	3,378,670 (1)
M. Susan Greenberg	3,378,670 (1)
The Greenberg Family Trust	0

-
- (1) Includes 3,378,670 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) The shares of Class A Common Stock beneficially owned by Mr. Greenberg, Mrs. Greenberg and the Greenberg Family Trust represent approximately 8.1% 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 6.8% of the total outstanding shares of Class A and Class B Common Stock and 22.3% of

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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)

CUSIP NO. 830566 10 5

13G

PAGE 9 OF 10 PAGES

EXHIBIT INDEX

EXHIBIT NO.

DESCRIPTION

99.1 Agreement pursuant to Rule 13d-1(k)(1)(iii) concerning Joint
Schedule 13G Filing