As filed with the Securities and Exchange Commission on June 9, 2026

Registration No. 333-

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CROCS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**20-2164234**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
500 Eldorado Blvd., Building 5 **Broomfield, Colorado**	**80021**
(Address of Principal Executive Offices)	(Zip Code)

CROCS, INC. 2026 EQUITY INCENTIVE PLAN
(Full title of the plan)

Sara Hoverstock
Executive Vice President and Chief Legal Officer
Crocs, Inc.
500 Eldorado Blvd., Building 5
Broomfield, Colorado 80021
(Name and address of agent for service)

(303) 848-7000
(Telephone number, including area code, of agent for service)

Copy to:
Jason Day
Jonathan S. Schulman
Perkins Coie LLP
1900 Sixteenth Street, Suite 1400
Denver, Colorado 80202
(303) 291-2300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☐
	Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering 2,200,000 shares of common stock, par value $0.001 per share, of Crocs, Inc. (the "Registrant") that may be issued to participants under the Registrant's 2026 Equity Incentive Plan, which was approved by the Registrant's stockholders on June 9, 2026.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ncorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission (the "Commission") are hereby incorporated by reference in this registration statement:

(a) the Registrant's Annual Report on Form 10-K for the year ended December 31, 2025, filed with the Commission on February 12, 2026;

(b) the Registrant's Quarterly Report on Form 10-Q for the three months ended March 31, 2026, filed with the Commission on April 30, 2026; and

(c) the description of the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A filed with the Commission on January 24, 2006, including any amendments or reports filed for the purpose of updating such description (including Exhibit 4.2 to the Registrant's Annual Report on Form 10-K filed with the Commission on February 27, 2020).

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), other than any information the Registrant furnishes, rather than files, with the Commission, subsequent to the date of this registration statement and prior to the filing of a post-effective amendment that indicates that all the securities offered hereby have been sold or that deregisters all securities offered hereby then remaining unsold, shall also be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of the filing of such documents with the Commission.

Any statement contained in this registration statement or in a document incorporated or deemed to be incorporated by reference in this registration statement will be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this registration statement modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

)escription of Securities.

Not applicable.

nterests of Named Experts and Counsel.

None.

ndemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the "DGCL") provides that a corporation may indemnify any person, including an officer or director, who was or is, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person is or was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of such corporation, and, with respect to any criminal actions and proceedings, had no reasonable cause to believe that his conduct was unlawful. A Delaware corporation may indemnify any person, including an officer or

director, who was or is, or is threatened to be made, a party to any threatened, pending or contemplated action or suit by or in the right of such corporation, under the same conditions, except that such indemnification is limited to expenses (including attorneys' fees) actually and reasonably incurred by such person, and except that no indemnification is permitted without judicial approval if such person is adjudged to be liable to such corporation. Where an officer or director of a corporation is successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to above, or any claim, issue or matter therein, the corporation must indemnify that person against the expenses (including attorneys' fees) that such officer or director actually and reasonably incurred in connection therewith. The rights provided in Section 145 of the DGCL are not exclusive, and the corporation may also provide for indemnification under bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

The Registrant's restated certificate of incorporation, as amended, provides that no director is liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by the DGCL. The Registrant's amended and restated bylaws, as amended, require the Registrant to indemnify its directors and officers to the fullest extent permitted by Delaware law. The Registrant has entered into indemnification agreements with all of its directors and executive officers and has purchased directors' and officers' liability insurance.

Exemption from Registration Claimed.

Not applicable.

Exhibits.

Exhibit Number	Description
4.1	Restated Certificate of Incorporation of Crocs, Inc. (incorporated herein by reference to Exhibit 4.1 to Crocs, Inc.'s Registration Statement on Form S-8, filed on March 9, 2006 (File No. 333-132312)).
4.2	Certificate of Amendment to the Restated Certificate of Incorporation of Crocs, Inc. (incorporated herein by reference to Exhibit 3.1 to Crocs, Inc.'s Current Report on Form 8-K, filed on July 12, 2007).
4.3	Amended and Restated Bylaws of Crocs, Inc. (incorporated herein by reference to Exhibit 4.2 to Crocs, Inc.'s Registration Statement on Form S-8, filed on March 9, 2006 (File No. 333-132312).
4.4	Certificate of Designations of Series A Convertible Preferred Stock of Crocs, Inc. (incorporated herein by reference to Exhibit 3.1 to Crocs, Inc.'s Current Report on Form 8-K, filed on January 27, 2014).
5.1*	Opinion of Perkins Coie LLP.
10.1	Crocs, Inc. 2026 Equity Incentive Plan (incorporated herein by reference to Appendix A to Crocs, Inc.'s Definitive Proxy Statement on Schedule 14A, filed April 23, 2026.
23.1*	Consent of Deloitte & Touche LLP.
23.2*	Consent of Perkins Coie LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (see signature page).
107*	Filing Fee Table

iled herewith.

Undertakings.

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(a) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(b) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement; and

(c) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, *however*, that the undertakings set forth in paragraphs A(1)(a) and A(1)(b) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) under the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Broomfield, State of Colorado, on June 9, 2026.

CROCS, INC.

By: /s/ Andrew Rees

Name: Andrew Rees
Title: Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Andrew Rees and Sara Hoverstock, or either of them, as his or her attorneys-in-fact, with the power of substitution, for him or her in any and all capacities, to sign any amendments to this registration statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Andrew Rees Andrew Rees	Chief Executive Officer and Director (Principal Executive Officer)	June 9, 2026
/s/ Patraic Reagan Patraic Reagan	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	June 9, 2026
/s/ Thomas J. Smach Thomas J. Smach	Chairman of the Board	June 9, 2026
/s/ Ian M. Bickley Ian M. Bickley	Director	June 9, 2026
/s/ Ronald L. Frasch Ronald L. Frasch	Director	June 9, 2026
/s/ Charisse Ford Hughes Charisse Ford Hughes	Director	June 9, 2026
/s/ Beth J. Kaplan Beth J. Kaplan	Director	June 9, 2026
/s/ John B. Replogle John B. Replogle	Director	June 9, 2026
/s/ Neeraj S. Tolmare Neeraj S. Tolmare	Director	June 9, 2026
/s/ Douglas J. Treff Douglas J. Treff	Director	June 9, 2026

Calculation of Filing Fee Tables

S-8

Crocs, Inc.

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common Stock, par value $0.001 per share	457(a)	2,200,000	$ 117.71	$ 258,962,000.00	0.0001381	$ 35,762.65
				Total Offering Amounts:		$ 258,962,000.00		$ 35,762.65
				Total Fee Offsets:				$ 0.00
				Net Fee Due:				$ 35,762.65

Offering Note

1

Note (1)(a): Pursuant to Rule 416(a) under the Securities Act of 1933 as amended (the Securities Act) this registration statement also covers any additional shares of the registrants common stock that may become issuable under the Crocs Inc. 2026 Equity Incentive Plan as a result of any future stock splits stock dividends or similar adjustments of the registrants outstanding common stock.

Note (1)(b): Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act. The proposed maximum offering price per share is estimated based on the average of the high and low sales prices for the registrants common stock as reported by the Nasdaq Global Select Market on June 3 2026.

Table 2: Fee Offset Claims and Sources ☑Not Applicable

		Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)												
Fee Offset Claims												
Fee Offset Sources												

Exhibit 5.1

Perkins Coie LLP
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Suite 1400
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perkinscoie.com

June 9, 2026

Crocs, Inc.
500 Eldorado Boulevard, Building 5
Broomfield, Colorado 80021

Re: Registration Statement on Form S-8 of Shares of Common Stock, par value $0.001 per share, of Crocs, Inc.

Ladies and Gentlemen:

We have acted as counsel to Crocs, Inc., a Delaware corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), which the Company is filing with the Securities and Exchange Commission with respect to up to 2,200,000 shares of the Company's common stock, par value $0.001 per share (the "Shares"), which may be issued under the Crocs, Inc. 2026 Equity Incentive Plan (the "2026 Plan").

We have examined the Registration Statement and such documents and records of the Company as we have deemed necessary for the purpose of this opinion. In giving this opinion, we are assuming the authenticity of all instruments presented to us as originals, the conformity with originals of all instruments presented to us as copies and the genuineness of all signatures.

Based upon and subject to the foregoing, we are of the opinion that any Shares issued by the Company pursuant to the 2026 Plan, upon registration by its registrar of the Shares and the issuance thereof by the Company in accordance with the terms of the 2026 Plan, and the receipt of consideration for such Shares in accordance with the terms of the 2026 Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ PERKINS COIE LLP

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 12, 2026, relating to the financial statements of Crocs, Inc. (the "Company") and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

Denver, Colorado
June 9, 2026