

PHOENIX FOOTWEAR GROUP INC

Form 8-K

November 12, 2008

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT PURSUANT**

**TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) November 11, 2008

**PHOENIX FOOTWEAR GROUP, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-31309**

(Commission File Number)

**15-0327010**

(IRS Employer Identification No.)

**5840 El Camino Real, Suite 106, Carlsbad, California**

(Address of Principal Executive Offices)

**92008**

(Zip Code)

**(760) 602-9688**

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operation and Financial Condition**

On November 11, 2008, Phoenix Footwear Group, Inc. (the Company) issued a press release announcing its financial results for the third quarter ended September 27, 2008. A copy of the Company's press release is attached hereto as Exhibit 99.1 to this current report on Form 8-K.

Additionally, on November 11, 2008, the Company's management discussed the Company's financial results on a conference call with analysts and investors. A transcript of the conference call is attached hereto as Exhibit 99.2.

The information furnished pursuant to this Item 2.02 and the exhibit hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), and shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act except as shall be expressly set forth by specific reference in such filing.

**Item 7.01 Regulation FD Disclosure**

On November 11, 2008, the Company's management discussed the Company's financial results on a conference call with analysts and investors. A transcript of the conference call is attached hereto as Exhibit 99.2.

The information furnished pursuant to this Item 7.01 and the exhibit hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), and shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Finance Statements and Exhibits.**

**(d) Exhibits.**

- 99.1 Press Release issued November 11, 2008
- 99.2 Transcript of conference call held on November 11, 2008

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PHOENIX FOOTWEAR GROUP, INC.**

Date: November 12, 2008

/s/ P. Douglas Ford

Name: P. Douglas Ford

Title: Chief Financial Officer

**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description</b>                                      |
|-----------------------|---|
| 99.1                  | Press Release issued November 11, 2008                  |
| 99.2                  | Transcript of conference call held on November 11, 2008 |