

LACROSSE FOOTWEAR INC  
Form S-8 POS  
August 16, 2012

As filed with the Securities and Exchange Commission on August 16, 2012

**Registration Statement No. 333-106067**

**Registration Statement No. 333-125712**

**Registration Statement No. 333-142597**

**Registration Statement No. 333-142598**

**Registration Statement No. 333-166861**

**Registration Statement No. 333-166864**

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-106067**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-125712**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-142597**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-142598**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-166861**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-166864**

*UNDER*

*THE SECURITIES ACT OF 1933*

# LACROSSE FOOTWEAR, INC.

(Exact name of registrant as specified in its charter)

<b>Wisconsin</b> (State or other jurisdiction of incorporation or organization)	<b>39-1446816</b> (I.R.S. Employer Identification No.)
<b>17634 NE Airport Way</b>  <b>Portland, Oregon</b> (Address of Principal Executive Offices)	<b>97230</b> (Zip Code)

**LaCrosse Footwear, Inc. 1997 Employee Stock Incentive Plan**

**LaCrosse Footwear, Inc. 2001 Stock Incentive Plan (as amended and as further amended and restated)**

**LaCrosse Footwear, Inc. 2001 Non-Employee Director Stock Option Plan (as amended and restated)**

**LaCrosse Footwear, Inc. 2007 Long-Term Incentive Plan (and amended and restated)**

(Full titles of the plans)

**David P. Carlson**

**Executive Vice President and Chief Financial Officer**

**LaCrosse Footwear, Inc.**

**17634 NE Airport Way**

**Portland, Oregon 97230**

(Name and address of agent for service)

**503-262-0110**

(Telephone number, including area code, of agent for service)

*Copies to:*

**Carl Sanchez**

**Paul Hastings LLP**

**4747 Executive Drive, 12th floor**

**San Diego, CA 92121**

**(858) 458-3000**

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment relates to the following Registration Statements of LaCrosse Footwear, Inc. (the Company ) on Form S-8 (collectively, the Registration Statements ):

1. Registration Statement No. 333-106067, registering (i) 300,000 shares of common stock, par value \$.01 per share, of the Company ( Common Stock ) under the Company s 1997 Employee Stock Incentive Plan (the 1997 Plan ), (ii) 300,000 shares of Common Stock under the Company s 2001 Stock Incentive Plan (the 2001 Plan ) and (iii) 100,000 shares of Common Stock under the Company s 2001 Non-Employee Director Stock Option Plan (the 2001 Non-Employee Director Plan ), as previously filed with the U.S. Securities and Exchange Commission (the SEC ) on June 12, 2003;
2. Registration Statement No. 333-125712, registering (i) 300,000 shares of Common Stock under the 2001 Plan, as amended, and (ii) 50,000 shares of Common Stock under the 2001 Non-Employee Director Plan, as amended, as previously filed with the SEC on June 10, 2005;
3. Registration Statement No. 333-142597, registering 300,000 shares of Common Stock under the Company s 2007 Long-Term Incentive Plan (the 2007 Plan ), as previously filed with the SEC on May 3, 2007;
4. Registration Statement No. 333-142598, registering 100,000 shares of Common Stock under the 2001 Non-Employee Director Plan, as amended and restated, as previously filed with the SEC on May 3, 2007;
5. Registration Statement No. 333-166861, registering 100,000 shares of Common Stock under the 2001 Non-Employee Director Plan, as amended and restated, as previously filed with the SEC on May 14, 2010; and
6. Registration Statement No. 333-166864, registering 300,000 shares of Common Stock under the 2007 Plan, as amended and restated, as previously filed with the SEC on May 14, 2010.

On August 16, 2012, pursuant to that certain Agreement and Plan of Merger, dated as of July 5, 2012, by and among ABC-MART, INC., a corporation formed under the laws of Japan ( Parent ), XYZ Merger Sub, Inc., a Wisconsin corporation and a wholly owned subsidiary of Parent ( Purchaser ), and the Company, Purchaser merged with and into the Company, with the Company surviving as a wholly owned subsidiary of Parent (the Merger ).

As a result of the Merger, the Company has terminated any offering of the Company s securities pursuant to the Registration Statements. In accordance with an undertaking made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offerings, the Company hereby removes from registration all of such securities of the Company registered but unsold under the Registration Statements, if any.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Portland, State of Oregon, on this 16<sup>th</sup> day of August, 2012.

**LACROSSE FOOTWEAR, INC.**

By: /s/ Joseph P. Schneider  
**Joseph P. Schneider**  
**President and Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statements has been signed by the following persons in the capacities and on the dates indicated.

<b>Signatures</b>	<b>Title</b>	<b>Date</b>
/s/ Joseph P. Schneider	President and Chief Executive Officer	August 16, 2012
<b>Joseph P. Schneider</b>	<i>(Principal Executive Officer)</i>	
/s/ David P. Carlson	Executive Vice President and Chief Financial Officer	August 16, 2012
<b>David P. Carlson</b>	<i>(Principal Financial Officer and Principal Accounting Officer)</i>	
/s/ Yasushi Akaogi	Chairman of the Board	August 16, 2012
<b>Yasushi Akaogi</b>		
/s/ Jo Kojima	Director	August 16, 2012
<b>Jo Kojima</b>		
/s/ Kiichiro Hattori	Director	August 16, 2012
<b>Kiichiro Hattori</b>		