

PHOENIX FOOTWEAR GROUP INC  
Form S-8 POS  
January 21, 2011

As filed with the Securities and Exchange Commission on January 21, 2011

Registration No. 333- 139789

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**PHOENIX FOOTWEAR GROUP, INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

5840 El Camino Real, Suite 106

Carlsbad, California 92008

(Address, including zip code, of Principal Executive Offices)

**PHOENIX FOOTWEAR GROUP, INC.**

**AMENDED AND RESTATED 2001 LONG-TERM INCENTIVE PLAN**

(Full title of the Plan)

**James R. Riedman**

**President and Chief Executive Officer**

**Phoenix Footwear Group, Inc.**

**5840 El Camino Real, Suite 106**

**Carlsbad, California 92008**

**(760) 602-9688**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**DEREGISTRATION OF UNSOLD SECURITIES**

Phoenix Footwear Group, Inc. (the Company ) is filing this Post-Effective Amendment No. 1 to Form S-8 (File No. 333-139789), originally declared effective by the Securities and Exchange Commission on January 3, 2007 (the Registration Statement ), to deregister 1,000,000 shares of the Company s common stock, \$0.01 par value per share ( Common Stock ) that were registered under the Registration Statement and have not been sold or otherwise issued as of the date of the filing hereof, and to terminate the effectiveness of the Registration Statement.

**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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carlsbad, State of California on this 21<sup>st</sup> day of January 2011.

PHOENIX FOOTWEAR GROUP, INC.

By: /s/ James R. Riedman  
 Name: James R. Riedman  
 Title: Chief Executive Officer

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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ James R. Riedman James R. Riedman	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	January 20, 2011
/s/ Dennis Nelson Dennis Nelson	Chief Financial Officer, Secretary and Treasurer (Principal Financial and Accounting Officer)	January 20, 2011
/s/ Steven M. DePerrior* Steven M. DePerrior	Director	January 20, 2011
/s/ Gregory M. Harden* Gregory M. Harden	Director	January 20, 2011
/s/ John Kratzer* John Kratzer	Director	January 20, 2011
/s/ Wilhelm Pfander* Wilhelm Pfander	Director	January 20, 2011
/s/ Frederick Port* Frederick Port	Director	January 20, 2011
/s/ Kevin G. Wulff Kevin G. Wulff	Director	January 19, 2011
/s/ James R. Riedman * By James R. Riedman		

Power of Attorney

January 20, 2011