

PHOENIX FOOTWEAR GROUP INC

Form 8-K

September 16, 2004

**Table of Contents**

**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) September 8, 2004

**PHOENIX FOOTWEAR GROUP, INC.**

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(Exact Name of Registrant as Specified in Its Charter)  
Delaware

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(State or Other Jurisdiction of Incorporation)

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001-31309

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15-0327010

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(Commission File Number)

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(IRS Employer Identification No.)

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5759 Fleet Street, Suite 220, Carlsbad, California

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92008

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(Address of Principal Executive Offices)

(760) 602-9688

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(Zip Code)

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(Registrant's Telephone Number, Including Area Code)

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(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)
  - 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))
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**TABLE OF CONTENTS**

Item 1.01 Entry into a Material Definitive Agreement.

SIGNATURES

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**Table of Contents**

**INFORMATION TO BE INCLUDED IN THE REPORT**

**Section 1 Registrant's Business and Operations**

**Item 1.01 Entry into a Material Definitive Agreement.**

On September 8, 2004, the Registrant's subsidiary, Altama Delta Corporation, entered into an amendment (the Amendment) to its award/contract with the Defense Supply Center Philadelphia (DSCP), dated September 30, 2003, which provides for the supply of combat boots to the DSCP. The award/contract provides for a one-year term expiring on September 30, 2004. The DSCP has the option to renew for two additional one-year terms.

The Amendment reduced the minimum quantities of two types of combat boots that the DSCP would order under the first option term of the award/contract. Specifically, it reduced minimum quantities of hot weather black boots from 116,640 pair to 58,230 pair and hot weather desert tan boots from 160,000 pair to 80,000 pair. Although the award/contract and Amendment provide for minimum and maximum quantities of boots that the government may order during the renewal terms, the DSCP has the right to change the minimum/maximum quantity per item as demand dictates. As a result, there can be no assurance of the ultimate number of combat boots that the DSCP will purchase under any extension.

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**Table of Contents**

**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: September 16, 2004

By:           /s/ Kenneth E. Wolf

Name: Kenneth E. Wolf  
Title: Chief Financial Officer