

PHOENIX FOOTWEAR GROUP INC

Form 8-K

June 16, 2004

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) June 15, 2004

PHOENIX FOOTWEAR GROUP, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-31309

15-0327010

(Commission File Number)

(IRS Employer Identification No.)

5759 Fleet Street, Suite 220, Carlsbad,
California

92008

(Address of Principal Executive Offices)

(Zip Code)

(760) 602-9688

(Registrant's Telephone Number, Including Area Code)

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

INFORMATION TO BE INCLUDED IN THE REPORT

Item 5. Other Events.

On June 15, 2004, the Company issued a press release announcing that it intends to increase the size of its proposed registered follow-on public offering of common stock to approximately 2,500,000 shares. In addition, the Company expects to grant the underwriters an over-allotment option to purchase up to an additional 375,000 shares from the Company. A copy of the press release is set forth as Exhibit 99.1.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Press release issued by Phoenix Footwear Group, Inc. dated June 15, 2004 |

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.

Date: June 15, 2004

PHOENIX FOOTWEAR GROUP, INC.

By: /s/ Kenneth E. Wolf

Kenneth E. Wolf

Chief Financial Officer

EXHIBIT INDEX

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