

PHOENIX FOOTWEAR GROUP INC

Form 8-K

July 08, 2004

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**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.**

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(Exact Name of Registrant as Specified in Its Charter)

Delaware

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(State or Other Jurisdiction of Incorporation)

001-31309

15-0327010

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(Commission File Number)

(IRS Employer Identification No.)

5759 Fleet Street, Suite 220, Carlsbad, California

92008

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(Address of Principal Executive Offices)

(Zip Code)

(760) 602-9688

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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)

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**EXHIBIT 99.1**

**EXHIBIT 99.2**

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**Table of Contents****INFORMATION TO BE INCLUDED IN THE REPORT****Item 5. Other Events.**

On June 15, 2004, Phoenix Footwear Group, Inc. ( Phoenix Footwear we , us or our ) entered into a definitive agreement to purchase all of the outstanding capital stock of Altama Delta Corporation ( Altama ), a designer, manufacturer and distributor of high performance combat and tactical boots for U.S. and foreign militaries, government agencies and the commercial sector. The consolidated financial statements of Altama as of September 27, 2003 and September 28, 2002 and for each of the three years in the period ended September 27, 2003, and the consolidated financial statements as of April 3, 2004 and September 27, 2003, and for each of the six month periods ended April 3, 2004 and March 29, 2003 are filed herewith. The unaudited condensed combined consolidated pro forma financial data filed herewith have been prepared to give effect to the proposed Altama acquisition as well as the acquisitions of H.S. Trask & Co. ( H.S. Trask ), and Royal Robbins, Inc., ( Royal Robbins ) in 2003.

The unaudited interim financial statements of H.S. Trask and Royal Robbins as of and for the interim periods ending prior the acquisitions of those companies are also included herewith.

**Item 7. Financial Statements and Exhibits.**

(c) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
23.1	Consent of Joseph Decosimo and Company, LLC
99.1	The following financial statements of Altama Delta Corporation, together with the report of Joseph Decosimo and Company, LLC thereon: <ul style="list-style-type: none"> <li>Report of Independent Accountants</li> <li>Consolidated Balance Sheets as of September 27, 2003 and September 28, 2002</li> <li>Consolidated Statements of Operations for the Years Ended September 27, 2003, September 28, 2002 and September 29, 2001</li> <li>Consolidated Statement of Stockholders' Equity for the Years Ended September 27, 2003, September 28, 2002 and September 29, 2001</li> <li>Consolidated Statements of Cash Flows for the Years Ended September 27, 2003, September 28, 2002 and September 29, 2001</li> <li>Notes to Consolidated Financial Statements</li> <li>Consolidated Balance Sheets as of April 3, 2004 and September 27, 2003</li> </ul>

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Consolidated Statements of Income for the Six Months Ended April 3, 2004 and March 29, 2003

Consolidated Statements of Cash Flows for the Six Months Ended April 3, 2004 and March 29, 2003

Notes to Consolidated Financial Statements

99.2 Unaudited Condensed Combined Consolidated Pro Forma Financial Data for the Year Ended December 27, 2003, and as of and for the Three Months Ended March 27, 2004

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99.3 The following financial statements of Royal Robbins, Inc.:

Balance Sheets as of August 31, 2003 and May 31, 2003

Statement of Income for the Quarters Ended August 31, 2003 and August 31, 2002

Statements of Cash Flows for the Quarters Ended August 31, 2003 and August 31, 2002

Notes to Financial Statements

99.4 The following financial statements of H.S. Trask & Co.:

Balance Sheets as of June 30, 2003 and December 31, 2002

Statements of Operations for the Six Months Ended June 30, 2003 and 2002

Statements of Cash Flows for the Six Months Ended June 30, 2003 and 2002

Notes to Financial Statements

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**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: July 8, 2004

By: /s/ Kenneth E. Wolf  
Kenneth E. Wolf  
Chief Financial Officer

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99.2	Unaudited Condensed Combined Consolidated Pro Forma Financial Data for the Year Ended December 27, 2003, and as of and for the Three Months Ended March 27, 2004
99.3	The following financial statements of Royal Robbins, Inc.:  Balance Sheets as of August 31, 2003 and May 31, 2003  Statement of Income for the Quarters Ended August 31, 2003 and August 31, 2002  Statements of Cash Flows for the Quarters Ended August 31, 2003 and August 31, 2002  Notes to Financial Statements
99.4	The following financial statements of H.S. Trask & Co.:  Balance Sheets as of June 30, 2003 and December 31, 2002



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Statements of Operations for the Six Months Ended June 30, 2003 and 2002  
Statements of Cash Flows for the Six Months Ended June 30, 2003 and 2002  
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