

LACROSSE FOOTWEAR INC

Form S-8

May 14, 2010

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As filed with the Securities and Exchange Commission on May 14, 2010

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
LaCrosse Footwear, Inc.
(Exact name of registrant as specified in its charter)**

Wisconsin

39-1446816

(State of incorporation) (I.R.S. Employer Identification No.)

**17634 NE Airport Way
Portland, OR 97230**

(Address principal executive offices) (Zip code)

LaCrosse Footwear, Inc. 2007 Long-Term Incentive Plan, as Amended and Restated
(Full title of the Plan)

**David P. Carlson
Executive Vice President and Chief Financial Officer**

**LaCrosse Footwear, Inc.
17634 NE Airport Way
Portland, Oregon 97230
503-262-0110**

(Name and address of agent for service)

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

With a copy to:

Bruce A. Robertson

Peter B. Cancelmo

Garvey Schubert Barer

**1191 Second Avenue, 18th Floor
Seattle, Washington 98101-2939**

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 Smaller reporting company
(Do not check if a smaller reporting company)

| Title of securities to be registered (1) | Amount to be registered (2) | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|--|-----------------------------|---|---|----------------------------|
| Common Stock, \$.01 par value per share | 300,000 | \$18.41(3) | \$5,523,000(3) | \$393.79(3) |

- 1 This registration statement covers 300,000 shares of the common stock, \$.01 par value per share (the Common Stock), of LaCrosse Footwear, Inc., a Wisconsin corporation (the Company or LaCrosse), together with associated rights, that may be offered or sold pursuant to the LaCrosse Footwear, Inc. 2007 Long-Term Incentive Plan, as Amended and Restated.
- 2 Pursuant to Rule 416(a) under the Securities Act of 1933 (the Securities Act), this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend or similar transaction, plus an indeterminate amount of interests to be offered or sold pursuant to the employee

benefit plan
described
herein.

- ³ Estimated solely for purposes of calculation of the registration fee pursuant to Rules 457(h) and 457(c) of the Securities Act based upon the average of the high and low prices of the Registrant's Common Stock on May 13, 2010, as reported on the NASDAQ Global Market.
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REGISTRATION OF ADDITIONAL SECURITIES

The Company is filing this registration statement on Form S-8 pursuant to General Instruction E to Form S-8 to register 300,000 additional shares of the Common Stock for issuance under the Company's 2007 Long-Term Incentive Plan, as Amended and Restated (the "2007 Plan"). Previously, 300,000 shares of Common Stock issuable under the 2007 Plan were registered pursuant to a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on May 3, 2007 (No. 333-142597), the contents of which are incorporated herein by reference.

Pursuant to the terms of the 2007 Plan, any shares of Common Stock authorized for issuance under (i) the Company's 1997 Employee Stock Incentive Plan and (ii) the Company's 2001 Stock Incentive Plan, each as amended (the "Previous Plans"), which were not subject to a grant on May 1, 2007, or as to which the option award is forfeited on or after May 1, 2007, are also issuable under the 2007 Plan. The shares of Common Stock issuable under the Previous Plans were previously registered as follows:

1. 300,000 shares of Common Stock issuable under the LaCrosse Footwear, Inc. 1997 Employee Stock Incentive Plan were registered pursuant to a Registration Statement on Form S-8 filed with the Commission on June 12, 2003 (No. 333-106607).
 2. 300,000 shares of Common Stock issuable under the LaCrosse Footwear, Inc. 2001 Stock Incentive Plan were registered pursuant to a Registration Statement on Form S-8 filed with the Commission on June 12, 2003 (No. 333-106607).
 3. 300,000 shares of Common Stock issuable under the LaCrosse Footwear, Inc. 2001 Stock Incentive Plan were registered pursuant to a Registration Statement on Form S-8 filed with the Commission on June 10, 2005 (No. 333-125712).
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EXHIBITS

The following exhibits have been filed (except where otherwise indicated) as part of this registration statement:

Exhibit No. Exhibit

| | |
|------|---|
| 4.1 | LaCrosse Footwear, Inc. 2007 Long-Term Incentive Plan, as Amended and Restated |
| 5.1 | Opinion of Garvey Schubert Barer |
| 23.1 | Consent of McGladrey & Pullen, LLP |
| 23.2 | Consent of Garvey Schubert Barer (contained in Exhibit 5.1) |
| 24.1 | Power of Attorney relating to subsequent amendments (included in the signature page to this registration statement) |

Table of Contents**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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Portland, State of Oregon, on May 14, 2010.

Registrant: LACROSSE FOOTWEAR, INC.

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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Joseph P. Schneider and David P. Carlson, jointly and severally, his true and lawful attorneys-in-fact and agents with full powers of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any one of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated.

| Name | Title | Date |
|---|---|--------------|
| <i>/s/ Joseph P. Schneider</i> Joseph P. Schneider | President, Chief Executive Officer (Principal Executive Officer) and Director | May 14, 2010 |
| <i>/s/ David P. Carlson</i> David P. Carlson | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | May 14, 2010 |
| <i>/s/ Richard A. Rosenthal</i> Richard A. Rosenthal | Chairman of the Board and Director | May 14, 2010 |

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| Name | Title | Date |
|---|--------------|--------------|
| <i>/s/ Stephen F. Loughlin</i> Stephen F. Loughlin | Director | May 14, 2010 |
| <i>/s/ John D. Whitcombe</i> John D. Whitcombe | Director | May 14, 2010 |
| <i>/s/ Charles W. Smith</i> Charles W. Smith | Director | May 14, 2010 |
| <i>/s/ William H. Williams</i> William H. Williams | Director | May 14, 2010 |

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