

PHOENIX FOOTWEAR GROUP INC  
Form 8-K  
March 09, 2011

**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) March 2, 2011**

**PHOENIX FOOTWEAR GROUP, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-31309**  
(Commission File Number)

**15-0327010**  
(IRS Employer Identification No.)

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5937 Darwin Court, Suite 109, Carlsbad, California  
(Address of Principal Executive Offices)

92008  
(Zip Code)

(760) 602-9688

(Registrant's Telephone Number, Including Area Code)

(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))

**INFORMATION TO BE INCLUDED IN THE REPORT**

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 2, 2011, Dennis Nelson notified Phoenix Footwear Group, Inc, (the Company ) that he will resign as Chief Financial Officer, Secretary and Treasurer of the Company, effective March 31, 2011.

The Company s press release attached hereto as Exhibit 99.1, also announced this event.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release issued March 8, 2011

**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: March 8, 2011

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

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release issued March 8, 2011