

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