

LACROSSE FOOTWEAR INC

Form S-8

June 10, 2005

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As filed with the Securities and Exchange Commission on June 10, 2005

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
(State or other jurisdiction of
incorporation or organization)

39-1446816
(I.R.S. Employer Identification No.)

18550 NE Riverside Parkway, Portland, Oregon 97230
(Address of principal executive offices, including zip code)

**LaCrosse Footwear, Inc.
2001 Stock Incentive Plan, as Amended**

**LaCrosse Footwear, Inc.
2001 Non-Employee Director Stock Option Plan, as Amended**
(Full title of the plan)

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**LaCrosse Footwear, Inc.
18550 NE Riverside Parkway
Portland, Oregon 97230
503-766-1010**

(Name, address and telephone number of agent for service)

**With a copy to:
Bruce A. Robertson
Garvey Schubert Barer
1191 Second Avenue, 18th Floor
Seattle, Washington 98101-2939**

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
Common Stock	350,000 shares	\$9.92	\$3,472,000	\$ 408.65

(1) This registration statement covers 300,000 shares of LaCrosse Footwear, Inc. (LaCrosse or the Company) common stock, together with associated rights, that may be offered or sold pursuant to the LaCrosse Footwear, Inc. 2001 Stock Incentive Plan, as amended (the Stock Plan), along with 50,000 shares of the Company s common stock, together with associated rights, that may be offered or sold pursuant to the LaCrosse Footwear, Inc. 2001 Non-Employee Director Stock Option Plan, as amended (the Director Plan, and together with the Stock Plan, the Plans). Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this registration statement also covers an additional indeterminate number of shares of common stock that may be offered or issued as a result of the anti-dilution provisions of the Plans.

(2) Pursuant to Rules 457(c) and 457(h) under the Securities Act, the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of shares of the Company s common stock on June 8th, 2005, as reported on the NASDAQ National Market System (which were \$9.75 and \$10.09 respectively).

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REGISTRATION OF ADDITIONAL SECURITIES

The registrant 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 common stock for issuance pursuant to the exercise of options granted under the LaCrosse Footwear, Inc. 2001 Stock Incentive Plan, as amended, and 50,000 additional shares of common stock for issuance pursuant to the exercise of options granted under the LaCrosse Footwear, Inc. 2001 Non-Employee Director Stock Option Plan, as amended. The contents of the original registration statement on Form S-8 filed with the Securities and Exchange Commission on June 12, 2003 in connection with such plans (Registration No. 333-106067) are incorporated herein by reference.

EXHIBITS

Exhibit No.	Description
5	Opinion of Counsel
10.1	LaCrosse Footwear, Inc. 2001 Stock Incentive Plan, as amended (incorporated by reference to the Company's Current Report on Form 8-K, filed with the SEC on May 9, 2005)
10.2	LaCrosse Footwear, Inc. 2001 Non-Employee Director Stock Option Plan, as amended (incorporated by reference to the Company's Current Report on Form 8-K, filed with the SEC on May 9, 2005)
10.3	Form of Employee Non-Statutory Stock Option Agreement
10.4	Form of Director Non-Statutory Stock Option Agreement
23.1	Consent of Independent Auditor
23.2	Consent of Counsel (included in opinion of counsel filed as Exhibit 5 herewith)

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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 June 10, 2005.

Registrant: LACROSSE FOOTWEAR, INC.

By: /s/ Joseph P. Schneider

Joseph P. Schneider
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 10th day of June 2005.

Name	Title
By: /s/ Joseph P. Schneider	President, Chief Executive Officer (Principal
Joseph P. Schneider	Executive Officer) and Director
By: /s/ David P. Carlson	Executive Vice President and Chief Financial
David P. Carlson	Officer (Principal Financial and Accounting Officer)
By: /s/ Richard A. Rosenthal	Chairman of the Board, Director
Richard A. Rosenthal	
By: /s/ Stephen F. Loughlin	Director
Stephen F. Loughlin	
By: /s/ Luke E. Sims	Director
Luke E. Sims	
By: /s/ Charles W. Smith	Director
Charles W. Smith	
By: /s/ John D. Whitcombe	Director
John D. Whitcombe	

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