

LACROSSE FOOTWEAR INC

Form 10-K/A

March 12, 2008

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A**

▶ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2007

or

○ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 0-238001

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.)

17634 NE Airport Way

Portland, Oregon

(Address of principal executive offices)

97230

(Zip code)

Registrant's telephone number, including area code: (503) 262-0110

Securities registered pursuant to Section 12(b) of the Act:

Title of Class:

Common Stock, \$.01 par value

Exchange on which securities are registered:

NASDAQ Global Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark whether the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

(Check one):

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Large accelerated filer

Accelerated filer

Non-accelerated filer

Small Reporting
Company

(Do not check if a smaller
reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Aggregate market value of the voting and non-voting common equity held by nonaffiliates of the registrant at June 29, 2007: \$74,088,349.

Number of shares of the registrant's common stock outstanding at February 29, 2008: 6,209,339 shares.

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SIGNATURES

EXHIBIT 31.1

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Explanatory Note

This Amendment No. 1 on Form 10-K/A is being filed by LaCrosse Footwear, Inc. (the Company) to include complete certification language required under Rule 13a-14(a) under the Securities Exchange Act of 1934 and Item 601(b)(31) of Regulation S-K promulgated thereunder. A portion of the required certification language was inadvertently omitted from Exhibits 31.1 and 31.2 filed with the Company's Annual Report on Form 10-K on March 7, 2008. This Amendment No. 1 on Form 10-K/A is filed solely to correct such error. The certifications attached as Exhibits 31.1 and 31.2 hereof amend and restate the exhibits of the same number filed with the Company's Annual Report on Form 10-K on March 7, 2008.

ITEM 15. Exhibits and Financial Statement Schedules

The following Exhibits are filed with this Form 10-K/A and the below list is intended to constitute the Exhibit Index.

| Exhibit No. | Title |
|--------------------|---|
| (31.1) | Certification of the President & Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934 |
| (31.2) | Certification of the Executive Vice President & Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934 |

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on this 12th day of March, 2008.

LACROSSE FOOTWEAR, INC.

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

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