

LACROSSE FOOTWEAR INC

Form 8-K

December 27, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 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): December 21, 2007**  
**LaCROSSE FOOTWEAR, INC.**  
(Exact name of registrant as specified in its charter)

**Wisconsin**  
(State or other jurisdiction of  
incorporation)

**0-23800**  
(Commission file number)

**39-1446816**  
(IRS employer identification  
number)

17634 NE Airport Way, Portland, Oregon 97230  
(Address of principal executive offices, including zip code)

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

Not Applicable  
(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))
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**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

**2008 Incentive Compensation Program**

On December 21, 2007, the Compensation Committee of the Board of Directors of LaCrosse Footwear, Inc. (the Company) approved the Company's 2008 incentive compensation program (the Incentive Program). Executive officers and other employees who meet certain conditions will be eligible to participate in the Incentive Program. The Incentive Program provides for payment of incentive compensation equal to a percentage of the employee's base salary. If Company goals are met, the employee will receive 100% of target incentive compensation. The percentage of annual base salary that is paid as incentive compensation increases in the event the Company achieves greater than 100% of the goals. The Incentive Program is based on minimum threshold levels for revenue growth, operating profit, and inventory turns. In addition, if the operating profit minimum threshold is not met, there can be no incentive payment. The Incentive Program description as distributed to the Company's non-union employees is included as Exhibit 10.1 to this Current Report and is incorporated herein by reference. The foregoing description of the Incentive Program does not purport to be complete and is qualified in its entirety by reference to such exhibit.

**2008 Compensation of Executive Officers**

On December 21, 2007, the Compensation Committee of the Company's Board of Directors approved the 2008 salary, incentive compensation and equity compensation for the Company's executive officers.

Effective January 1, 2008, the annual base salary of Joseph P. Schneider, the Company's President and Chief Executive Officer, was set at \$440,000. Mr. Schneider will be eligible to receive additional compensation under the Incentive Program as described in the first paragraph of this Current Report. If 100% of the Incentive Program goals are achieved, Mr. Schneider will be eligible to receive incentive compensation equal to 100% of his 2008 annual base salary. Effective January 2, 2008, Mr. Schneider will be awarded a stock option exercisable for 20,250 shares of the Company's common stock at an exercise price equal to the closing price of the Company's common stock on January 2, 2008.

Effective January 1, 2008, the annual base salary of David P. Carlson, the Company's Executive Vice President and Chief Financial Officer, was set at \$308,000. Mr. Carlson will be eligible to receive additional compensation under the Incentive Program as described in the first paragraph of this Current Report. If 100% of the Incentive Program goals are achieved, Mr. Carlson will be eligible to receive incentive compensation equal to 70% of his 2008 annual base salary. Effective January 2, 2008, Mr. Carlson will be awarded a stock option exercisable for 15,000 shares of the Company's common stock at an exercise price equal to the closing price of the Company's common stock on January 2, 2008.

Effective February 25, 2008, the annual base salary of Robert G. Rinehart, Jr., the Company's Vice President of Product Development, was set at \$200,000. Mr. Rinehart will be eligible to receive additional compensation under the Incentive Program as described in the first paragraph of this Current Report. If 100% of the Incentive Program goals are achieved, Mr. Rinehart will be eligible to receive incentive compensation equal to 40% of his 2008 annual base salary. Effective January 2, 2008, Mr. Rinehart will be awarded a stock option exercisable for 4,000 shares of the Company's common stock at an exercise price equal to the closing price of the Company's common stock on January 2, 2008.

Effective February 25, 2008, the annual base salary of J. Gary Rebello, the Company's Vice President of Human Resources, was set at \$168,000. Mr. Rebello will be eligible to receive additional compensation under the Incentive Program as

described in the first paragraph of this Current Report. If 100% of the Incentive Program goals are achieved, Mr. Rebello will be eligible to receive incentive compensation equal to 35% of his 2008 annual base salary. Effective January 2, 2008, Mr. Rebello will be awarded a stock option exercisable for 3,000 shares of the Company's common stock at an exercise price equal to the closing price of the Company's common stock on January 2, 2008.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
10.1	LaCrosse Footwear, Inc. 2008 Annual Incentive Compensation Plan Document

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed by the undersigned thereunto duly authorized.

LaCROSSE FOOTWEAR, INC.

Dated: December 27, 2007

By: */s/ David P. Carlson*  
David P. Carlson  
Executive Vice President and Chief  
Financial Officer

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**EXHIBIT INDEX**

Exhibit No.	Description
10.1	LaCrosse Footwear, Inc. 2008 Annual Incentive Compensation Plan Document