

LACROSSE FOOTWEAR INC

Form S-8

May 14, 2010

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As filed with the Securities and Exchange Commission on May 14, 2010

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

39-1446816

(State of incorporation)

(I.R.S. Employer Identification
No.)

**17634 NE Airport Way
Portland, OR 97230**

(Address principal executive offices) (Zip code)

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

David P. Carlson

Executive Vice President and Chief Financial Officer

**LaCrosse Footwear, Inc.
17634 NE Airport Way
Portland, Oregon 97230
503-262-0110**

(Name and address of agent for service)

(Telephone number, including
area code, of agent for service)

With a copy to:

Bruce A. Robertson

Peter B. Cancelmo

Garvey Schubert Barer

**1191 Second Avenue, 18th Floor
Seattle, Washington 98101-2939**

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

Title of securities to be registered (1) Amount to be registered (2) Proposed maximum offering price per share Proposed maximum aggregate offering price Amount of registration fee

Common Stock, \$.01 par value per share	100,000	\$18.41(3)	\$1,841,000(3)	\$131.26(3)
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- 1 This registration statement covers 100,000 shares of the common stock, \$.01 par value per share (the Common Stock), of LaCrosse Footwear, Inc., a Wisconsin corporation (the Company), 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 and Restated.
- 2 Pursuant to Rule 416(a) under the Securities Act of 1933 (the Securities Act), this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend or similar transaction, plus an indeterminate amount of interests to be offered or sold

pursuant to the
employee
benefit plan
described
herein.

- 3 Estimated solely
for purposes of
calculation of
the registration
fee pursuant to
Rules 457(h)
and 457(c) of
the Securities
Act based upon
the average of
the high and low
prices of the
Registrant's
Common Stock
on May 13,
2010, as
reported on the
NASDAQ
Global Market.
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REGISTRATION OF ADDITIONAL SECURITIES

The Company is filing this registration statement on Form S-8 pursuant to General Instruction E to Form S-8 to register 100,000 additional shares of the Common Stock for issuance under the Company's 2001 Non-Employee Director Stock Option Plan, as Amended and Restated (the "2001 Plan"). Previously, 100,000 shares of Common Stock issuable under the 2001 Plan were registered pursuant to a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on June 12, 2003 (No. 333-106607), 50,000 shares of Common Stock issuable under the 2001 Plan were registered pursuant to a Registration Statement on Form S-8 filed with the Commission on June 10, 2005 (No. 333-125712), and 100,000 shares of Common Stock issuable under the 2001 Plan were registered pursuant to a Registration Statement on Form S-8 filed with the Commission on May 3, 2007 (No. 333-142598). The contents of these previously filed registration statements are incorporated herein by reference.

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EXHIBITS

The following exhibits have been filed (except where otherwise indicated) as part of this registration statement:

Exhibit No.	Exhibit
4.1	LaCrosse Footwear, Inc. 2001 Non-Employee Director Stock Option Plan, as Amended and Restated
5.1	Opinion of Garvey Schubert Barer
23.1	Consent of McGladrey & Pullen, LLP
23.2	Consent of Garvey Schubert Barer (contained in Exhibit 5.1)
24.1	Power of Attorney relating to subsequent amendments (included in the signature page to this registration statement)

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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 May 14, 2010.

Registrant: LACROSSE FOOTWEAR, INC.

By: */s/ Joseph P. Schneider*

Joseph P. Schneider

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Joseph P. Schneider and David P. Carlson, jointly and severally, his true and lawful attorneys-in-fact and agents with full powers of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any one of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated.

Name	Title	Date
<i>/s/ Joseph P. Schneider</i> Joseph P. Schneider	President, Chief Executive Officer (Principal Executive Officer) and Director	May 14, 2010
<i>/s/ David P. Carlson</i> David P. Carlson	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 14, 2010
<i>/s/ Richard A. Rosenthal</i> Richard A. Rosenthal	Chairman of the Board and Director	May 14, 2010

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Name	Title	Date
<i>/s/ Stephen F. Loughlin</i> Stephen F. Loughlin	Director	May 14, 2010
<i>/s/ John D. Whitcombe</i> John D. Whitcombe	Director	May 14, 2010
<i>/s/ Charles W. Smith</i> Charles W. Smith	Director	May 14, 2010
<i>/s/ William H. Williams</i> William H. Williams	Director	May 14, 2010

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