

LACROSSE FOOTWEAR INC

Form S-8

May 14, 2010

**Table of Contents**

**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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**TABLE OF CONTENTS**

REGISTRATION OF ADDITIONAL SECURITIES

EXHIBITS

SIGNATURES

POWER OF ATTORNEY

EXHIBIT INDEX

EX-4.1

EX-5.1

EX-23.1

**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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**Table of Contents**

**EXHIBITS**

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

<b>Exhibit No.</b>	<b>Exhibit</b>
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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**Table of Contents****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 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.

<b>Name</b>	<b>Title</b>	<b>Date</b>
<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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**Table of Contents**

<b>Name</b>	<b>Title</b>	<b>Date</b>
<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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**Table of Contents**

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