

PHOENIX FOOTWEAR GROUP INC

Form 8-K

May 02, 2006

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INFORMATION TO BE INCLUDED IN THE REPORT

Section 1 Registrant's Business and Operations

Item 1.01 Entry Into a Material Definitive Agreement.

On April 26, 2006, Registrant and Manufacturers and Traders Trust Company (M&T) entered into an Amendment Number 6 (the Amendment) to the Amended and Restated Credit Facility Agreement between Registrant and M&T, as administrative agent, dated as of August 3, 2005 (the Credit Agreement). The Credit Agreement established a bridge loan facility in the aggregate principal amount of \$7,000,000 with a maturity date of December 31, 2005. The Amendment extends the bridge loan maturity date to June 1, 2006.

The summary of the Amendment is qualified in its entirety by reference to the full text of the Amendment which is filed herewith as Exhibit 10.1 and incorporated by reference herein.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

The disclosure set forth above in Item 1.01 is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

- 10.1 Amended and Restated Credit Facility Agreement Amendment Number 6 dated as of April 26, 2006 between Phoenix Footwear Group, Inc. and Manufacturers and Traders Trust Company

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SIGNATURES

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

PHOENIX FOOTWEAR GROUP, INC.

Date: May 2, 2006

By: /s/ Kenneth E. Wolf

Name: Kenneth E. Wolf

Title: Chief Financial Officer

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EXHIBIT LIST

Exhibit No.	Description
10.1	Amended and Restated Credit Facility Agreement Amendment Number 6 dated as of April 26, 2006 between Phoenix Footwear Group, Inc. and Manufacturers and Traders Trust Company