

DELTA APPAREL INC
Form 10-K/A
September 15, 2006

**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 July 1, 2006

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

**Commission File No. 1-15583
DELTA APPAREL, INC.**

(Exact name of registrant as specified in its charter)

Georgia
**(State or other jurisdiction of
incorporation or organization)**

58-2508794
(I.R.S. Employer Identification No.)

**2750 Premiere Parkway, Suite 100
Duluth, Georgia 30097**

(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: (678) 775-6900

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

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value \$0.01	American Stock Exchange

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

None

Indicate by check mark if the registrant is a well-known seasoned filer, as defined in rule 405 of the Securities Act. Yes No .

Indicate by check mark if 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).

Large Accelerated Filer Accelerated Filer Non-accelerated Filer

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

The aggregate market value of the shares of common stock held by non-affiliates of the registrant, based on the closing price for the common stock on the American Stock Exchange on December 30, 2005, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$92.1 million. For the purpose of this response, the registrant has assumed that its directors, corporate officers and beneficial owners of 5% or more of its common stock are the affiliates of the registrant.

Number of shares of the registrant's common stock, par value \$0.01, outstanding as of August 18, 2006: 8,540,751

DOCUMENTS INCORPORATED BY REFERENCE

Certain information required in Part III of this Form 10-K shall be incorporated from the registrant's definitive Proxy Statement to be filed pursuant to Regulation 14A for its 2006 Annual Meeting of Shareholders currently scheduled to be held on November 9, 2006.

FORWARD LOOKING STATEMENTS

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements made by or on behalf of the Company. We may from time to time make written or oral statements that are forward-looking, including statements contained in this report and other filings with the Securities and Exchange Commission and in reports to our shareholders. All statements, other than statements of historical fact, that address activities, events or developments that we expect or anticipate will or may occur in the future, are forward-looking statements. Examples are statements that concern future revenues, future costs, future earnings, future capital expenditures, business strategy, competitive strengths, competitive weaknesses, goals, plans, references to future success or difficulties and other similar information. The words estimate, project, forecast, anticipate, expect, intend, believe and similar expressions, and discussions of strategy or intentions, are intended to identify forward-looking statements.

The forward-looking statements in this document are based on our expectations and are necessarily dependent upon assumptions, estimates and data that we believe are reasonable and accurate but may be incorrect, incomplete or imprecise. Forward-looking statements are also subject to a number of business risks and uncertainties, any of which could cause actual results to differ materially from those set forth in or implied by the forward-looking statements. Many of these risks and uncertainties are described under the subheading Risk Factors below and are beyond our control. Accordingly, any forward-looking statements do not purport to be predictions of future events or circumstances and may not be realized.

We do not undertake publicly to update or revise the forward-looking statements even if it becomes clear that any projected results will not be realized.

EXPLANATORY NOTE

This amendment is being provided to delete and replace in its entirety Item 9B of the Company's Annual Report on Form 10-K for the fiscal year ended July 1, 2006 (the 2006 Form 10-K) and to provide Exhibit 3.2.5 to the 2006 Form 10-K. No other changes are made to the Company's original 2006 Form 10-K.

ITEM 9B. OTHER INFORMATION

On August 17, 2006, the Board of Directors of the Company adopted an amendment to Section 2.5 of the Company's bylaws. Prior to the amendment, the Company's bylaws provided that the election of directors was determined by plurality vote. The amendment provides that the shareholders of the Company shall elect the directors of the Company by majority vote, unless the number of nominees for directors exceeds the number of directors to be elected, in which case the directors shall be elected by plurality vote.

The amendment is set forth as Exhibit 3.2.5 to this Annual Report on Form 10-K/A and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(b) Exhibits

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| 3.2.5 | Amendment to Bylaws of the Company adopted on August 17, 2006. |
| 23.1 | Consent of Independent Registered Public Accounting Firm. |
| 31.1 | Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

32.2 Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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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.

DELTA APPAREL, INC.
(Registrant)

September 15, 2006
Date

By: /s/ Deborah H. Merrill
Deborah H. Merrill
Vice President, Chief Financial Officer and
Treasurer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and as of the dates indicated.

/s/ David S. Fraser	9-15-06	/s/ Philip J. Mazzilli, Jr.	9-15-06
David S. Fraser Director	Date	Philip J. Mazzilli, Jr. Director	Date
/s/ William F. Garrett	9-15-06	/s/ Deborah H. Merrill	9-15-06
William F. Garrett Director	Date	Deborah H. Merrill Vice President, Chief Financial Officer and Treasurer (principal financial officer and principal accounting officer)	Date
/s/ Robert W. Humphreys	9-15-06	/s/ Buck A. Mickel	9-15-06
Robert W. Humphreys President, Chief Executive Officer and Director	Date	Buck A. Mickel Director	Date
/s/ Max Lennon	9-15-06	/s/ David Peterson	9-15-06
Max Lennon Director	Date	David Peterson Director	Date
/s/ E. Erwin Maddrey, II	9-15-06		
E. Erwin Maddrey, II Director	Date		