

OXFORD INDUSTRIES INC  
Form 10-K/A  
September 01, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-K/A**

(Amendment No. 1)

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

For the fiscal year ended January 29, 2011

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number: 1-4365

**OXFORD INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

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

**58-0831862**  
(I.R.S. Employer  
Identification No.)

**222 Piedmont Avenue, N.E., Atlanta, Georgia 30308**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:  
**(404) 659-2424**

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

| Title of each class         | Name of each exchange on which registered |
|-----------------------------|---|
| Common Stock, \$1 par value | New York 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 issuer 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

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). 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, 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   
(Do not check if a  
smaller reporting  
company)      Smaller reporting company

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

As of July 30, 2010, which is the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the voting stock held by non-affiliates of the registrant (based upon the closing price for the common stock on the New York Stock Exchange on that date) was approximately \$310,525,883. For purposes of this calculation only, shares of voting stock directly and indirectly attributable to executive officers, directors and holders of 10% or more of the registrant's voting stock (based on Schedule 13G filings made as of or prior to July 31, 2010) are excluded. This determination of affiliate status and the calculation of the shares held by any such person are not necessarily conclusive determinations for other purposes.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

| <b>Title of Each Class</b>  | <b>Number of Shares Outstanding<br/>as of March 28, 2011</b> |
|-----------------------------|--|
| Common Stock, \$1 par value | 16,525,566   |

### **Documents Incorporated by Reference**

Portions of our proxy statement filed with the Securities and Exchange Commission on May 13, 2011 pursuant to Regulation 14A relating to the Annual Meeting of Shareholders of Oxford Industries, Inc. held on June 15, 2011 are incorporated by reference into Part III of our Form 10-K filed with the Securities and Exchange Commission on March 31, 2011.

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**Explanatory Note**

Oxford Industries, Inc. (the "*Company*") is filing this Amendment No. 1 (the "*Amendment*") on Form 10-K/A to its Annual Report on Form 10-K for the fiscal year ended January 29, 2011 (the "*Original Form 10-K*"), which was filed with the Securities and Exchange Commission on March 31, 2011. This Amendment is being filed solely to substitute a material contract filed as Exhibit 10.10 to the Original Form 10-K with the version filed with this Amendment as Exhibit 10.10. The attached version of Exhibit 10.10 has been revised to disclose additional information previously omitted in accordance with a request for confidential treatment submitted to the Securities and Exchange Commission. Certain portions of the contract remain omitted in accordance with a request for confidential treatment that the Company has submitted to the Securities and Exchange Commission. Exhibit 10.10 filed with this Amendment supersedes in its entirety the version of Exhibit 10.10 previously filed with the Original Form 10-K.

Except as described above and the required certifications of our Chief Executive Officer and Chief Financial Officer filed with this Amendment, no other amendments have been made to the Original Form 10-K. All other Items of the Original Form 10-K are unaffected by this Amendment. This Amendment does not reflect events occurring after the date that the Original Form 10-K was filed or modify or update the disclosure contained in the Original Form 10-K in any way other than as required to reflect the revisions discussed above.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

(b) *Exhibits*

A list of exhibits filed with the Original Form 10-K or incorporated by reference therein is found in Item 15(b) of Part IV of the Original Form 10-K and is incorporated herein by reference. The following exhibits are filed with this Amendment:

- 10.10 Second Amended and Restated Credit Agreement, dated as of August 15, 2008, by and among Oxford Industries, Inc., Tommy Bahama Group, Inc., the Persons party thereto from time to time as Guarantors, the financial institutions party thereto from time to time as lenders, the financial institutions party thereto from time to time as Issuing Banks and SunTrust Bank, as administrative agent./\*\
  - 31.3 Certification by Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
  - 31.4 Certification by Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
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Confidential treatment has been requested for portions of this exhibit. These portions have been omitted from this report on Form 10-K/A and submitted separately to the Securities and Exchange Commission.



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| Signature  | Capacity | Date              |
|--|----------|-------------------|
| *<br>_____<br>Clarence H. Smith                                  | Director | September 1, 2011 |
| _____<br>Clyde C. Tuggle   | Director |                   |
| _____<br>Helen B. Weeks  | Director |                   |
| *<br>_____<br>E. Jenner Wood                                     | Director | September 1, 2011 |
| *By<br>_____<br>Thomas E. Campbell<br>as <i>Attorney-in-Fact</i> |          |                   |

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Explanatory Note

PART IV

Item 15. Exhibits and Financial Statement Schedules

SIGNATURES