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MOVADO GROUP INC
Form 10-K/A
May 03, 2006

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K/A
AMENDMENT NO. 1

(Mark one)

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

FOR FISCAL YEAR ENDED JANUARY 31, 2006,

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 1-16497

MOVADO GROUP, INC.

(Exact name of registrant as specified in its charter)

NEW YORK
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

13-2595932
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

650 FROM ROAD,
PARAMUS, NEW JERSEY
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

07652
(ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (201) 267-8000

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 per share	New York Stock Exchange

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 Exchange 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

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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.

Large accelerated filer Accelerated filer Non-accelerated filer

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

The aggregate market value of the voting stock held by non-affiliates of the registrant as of July 31, 2005 was approximately \$394,027,633 (based on the closing sale price of the registrant's Common Stock on that date as reported on the New York Stock Exchange). For purposes of this computation, each share of Class A Common Stock is assumed to have the same market value as one share of Common Stock into which it is convertible and only shares of stock held by directors and executive officers were excluded.

The number of shares outstanding of the registrant's Common Stock and Class A Common Stock as of March 31, 2006 were 18,605,104 and 6,766,909, respectively.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement relating to registrant's 2006 annual meeting of shareholders (the "Proxy Statement") are incorporated by reference in Part III hereof.

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EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report on Form 10-K of Movado Group, Inc. (the "Company") for the fiscal year ended January 31, 2006 (the "Form 10-K") is being filed solely to correct the cover page of the original Form 10-K filed with the Securities and Exchange Commission on April 12, 2006. The amended cover page being filed herewith revises the number of shares of Common Stock outstanding of the Company as of March 31, 2006 from 23,218,749, as originally filed, to 18,605,104 shares of Common Stock. The revised number reflects the amount of shares outstanding on such date exclusive of treasury shares. The remainder of the Form 10-K is unchanged and is not reproduced in this Amendment No. 1.

Item 15. Exhibits and Financial Statement Schedules

Exhibit
Number

- | | |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| 31.1 | Certification of Chief Executive Officer. |
| 31.2 | Certification of Chief Financial Officer. |
| 32.1 | Certification of Chief Executive 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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32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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.

Dated: May 3, 2006

MOVADO GROUP, INC.
(Registrant)

By: /s/ Gedalio Grinberg

Gedalio Grinberg
Chairman of the Board of Directors

EXHIBIT INDEX

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