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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **June 2, 2006**

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**Oxford Industries, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Georgia**  
(State or Other Jurisdiction  
of Incorporation)

**001-04365**  
(Commission  
File Number)

**58-0831862**  
(IRS Employer  
Identification No.)

**222 Piedmont Avenue, NE, Atlanta, GA**  
(Address of Principal Executive Offices)

**30308**  
(Zip Code)

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

**Not applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.01 Completion of Acquisition or Disposition of Assets.**

On June 2, 2006, Oxford Industries, Inc. (the "Company") consummated its previously announced sale to The Millwork Trading Co., Ltd., d/b/a Li & Fung USA ("Millwork"), a member of The Li & Fung Group, of substantially all of the assets (other than accounts receivable originated by the Company) of the Company's Womenswear Group (the "Womenswear Sale"). The purchase price paid by Millwork equals approximately \$37.3 million, subject to any post-closing adjustments relating to the net asset value of the transferred assets as of the closing date of the transaction. Millwork will also purchase the Company's goods-in-transit relating to the Company's Womenswear Group following the closing of the Womenswear Sale.

In connection with the Womenswear Sale, the Company, among other things, entered into a license agreement with Millwork pursuant to which the Company granted a perpetual license (subject to the limitations set forth in the license agreement) to Millwork to use the trade name "Oxford Collections," a services agreement with Millwork pursuant to which the Company will, for a period of up to eighteen months, provide certain transitional support services to Millwork in its operation of the transferred assets, and a limited non-competition agreement with Millwork pursuant to which the Company has agreed (subject to the exceptions set forth in the non-competition agreement) not to engage in certain activities for a period of three years following the completion of the Womenswear Sale.

The full text of the press release announcing the completion of the Womenswear Sale is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(b) Pro Forma Financial Information.

The required pro forma financial information as of March 3, 2006 and for the fiscal year ended June 3, 2005 and the quarter and nine months ended March 3, 2006 is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

(d) Exhibits.

99.1 Press Release issued by Oxford Industries, Inc. on June 5, 2006

99.2 Unaudited Pro Forma Condensed Consolidated Financial Statements as of March 3, 2006 and for the fiscal year ended June 3, 2005 and the quarter and nine months ended March 3, 2006

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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.

OXFORD INDUSTRIES, INC.

Date: June 5, 2006

By: /s/ Thomas Caldecot Chubb III

Name: Thomas Caldecot Chubb III

Title: Executive Vice President

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## EXHIBIT INDEX

<b>Number</b>	<b>Description</b>
99.1	Press Release issued by Oxford Industries, Inc. on June 5, 2006
99.2	Unaudited Pro Forma Condensed Consolidated Financial Statements as of March 3, 2006 and for the fiscal year ended June 3, 2005 and the quarter and nine months ended March 3, 2006

Oxford Industries, Inc. Press Release

222 Piedmont Avenue, N.E. - Atlanta, Georgia 30308

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Fax: (404) 653-1545  
E-Mail: rlanier@oxfordinc.com

FOR IMMEDIATE RELEASE

June 5, 2006

OXFORD COMPLETES SALE OF WOMENSWEAR GROUP

ATLANTA, GA. - June 5, 2006 - Oxford Industries, Inc. (NYSE: OXM) announced today that it consummated on June 2, 2006 its previously announced sale to The Millwork Trading Co., Ltd., d/b/a Li & Fung USA ("Millwork"), a member of The Li & Fung Group, of substantially all of the assets (other than accounts receivable originated by the Company) of the Company's Womenswear Group (the "Womenswear Sale"). The purchase price paid by Millwork equals approximately \$37.3 million, subject to any post-closing adjustments relating to the net asset value of the transferred assets as of the closing date of the transaction. Millwork will also purchase the Company's goods-in-transit relating to the Company's Womenswear Group following the closing of the Womenswear Sale.

ABOUT OXFORD

Oxford Industries, Inc. is a producer and marketer of branded and private label apparel for men, women and children. Oxford provides retailers and consumers with a wide variety of apparel products and services to suit their individual needs. Oxford's brands include Tommy Bahama(R), Indigo Palms(R), Island Soft(R), Ben Sherman(R), Arnold Brant(R), Ely & Walker(R) and Oxford Golf(R). The Company also holds exclusive licenses to produce and sell certain product categories under the Tommy Hilfiger(R), Nautica(R), Geoffrey Beene(R), Slaters(R), Dockers(R) and Oscar de la Renta(R) labels. Oxford's customers are found in every major channel of distribution including national chains, specialty catalogs, mass merchants, department stores, specialty stores and Internet retailers.

Oxford's stock has traded on the NYSE since 1964 under the symbol OXM. For more information, please visit our website at [www.oxfordinc.com](http://www.oxfordinc.com).

CAUTIONARY STATEMENT FOR THE PURPOSE OF THE SAFE HARBOR PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This press release contains forward-looking statements about future events. We intend for all such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Important assumptions relating to these forward-looking statements include, among others, assumptions regarding demand for our products, expected pricing levels, raw material costs, the timing and cost of planned capital expenditures, expected outcomes of pending litigation or regulatory actions, competitive conditions, general economic conditions and expected synergies in connection with acquisitions and joint ventures. Forward-looking statements reflect our current expectations and are not guarantees of performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. These beliefs and assumptions could prove inaccurate. Forward-looking statements involve risks and uncertainties. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. Many of these risks and uncertainties are beyond our ability to control or predict.

Such risks and uncertainties include, but are not limited to: (1) general economic cycles; (2) competitive conditions in our industry; (3) price deflation in the worldwide apparel industry; (4) our ability to identify and respond to rapidly changing fashion trends and to offer innovative and distinctive products; (5) changes in trade quotas or other trade regulations; (6) our ability to continue to finance our working capital and growth on acceptable terms; (7) unseasonable weather or natural disasters; (8) the price and availability of raw materials and finished goods; (9) the impact of rising energy costs on our costs and consumer spending; (10) our dependence on and relationships with key customers; (11) consolidation among our customer base; (12) the ability of our third party producers to deliver quality products in a timely manner; (13) potential disruptions in the operation of our distribution facilities; (14) any disruption or failure of our computer systems or data networks; (15) the integration of our acquired businesses; (16) our ability to successfully implement our growth plans, including growth by acquisition; (17) unforeseen liabilities associated with our acquisitions; (18) unforeseen costs associated with entry into and exit from certain lines of business; (19) economic and political conditions in the foreign countries in which we operate or source our products; (20) increased competition from direct sourcing; (21) our ability to maintain our licenses; (22) our ability to protect and exploit our intellectual property and prevent our trademarks, service marks and goodwill from being harmed by competitors' products; (23) our reliance on key management and our ability to develop effective succession plans; (24) our ability to develop and maintain an effective organization structure; (25) risks associated with changes in global currency exchange rates; (26) changes in interest rates on our variable rate debt; (27) the impact of labor disputes, wars or acts of terrorism on our business; (28) the effectiveness of our internal controls and disclosure controls related to financial reporting; (29) our ability to maintain current pricing on our products given competitive or other factors; and (30) our ability to expand our retail operations.

You are cautioned not to place undue reliance on forward-looking statements, which are current as of the date of this press release. We disclaim any intention, obligation or duty to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Other risks or uncertainties may be detailed from time to time in our future Securities and Exchange Commission filings.

OXFORD INDUSTRIES, INC.  
SUMMARY OF UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL  
STATEMENTS

This unaudited pro forma financial information should be read in conjunction with the consolidated financial statements and notes of Oxford Industries, Inc. included in its annual report filed on Form 10-K for the year ended June 3, 2005 and the unaudited condensed consolidated financial statements and notes of Oxford Industries, Inc. included in its Form 10-Q for the quarter and nine months ended March 3, 2006.

The following unaudited pro forma condensed consolidated statements of earnings for the year ended June 3, 2005 (fiscal 2005 year), the quarter ended March 3, 2006 (third quarter of fiscal 2006) and the nine months ended March 3, 2006 (nine months of fiscal 2006) have been prepared to give effect to the disposition of operations related to our Womenswear Group, which occurred on June 2, 2006, as if the disposition had occurred on May 28, 2004.

The following unaudited pro forma condensed consolidated balance sheet as of March 3, 2006 has been prepared to give effect to the disposition of our Womenswear Group, which occurred on June 2, 2006, as if the disposition had occurred on March 3, 2006.

These unaudited pro forma condensed consolidated financial statements are prepared for informational purposes only and are not necessarily indicative of future results or of actual results that would have been achieved had the disposition of the Womenswear Group been completed as of the dates specified above. The amount of proceeds to be received as presented in this pro forma balance sheet as of March 3, 2006, is not necessarily reflective of the total anticipated impact on our debt levels due to seasonality differences between March 3, 2006 and June 2, 2006, and the impact of assets and liabilities related to the discontinued operations, which will be retained and have not been included in the proceeds calculation in the pro forma balance sheet as of March 3, 2006. These retained assets and liabilities will impact the amount ultimately available for the reduction of debt, as they are converted to cash which is expected to occur within the first quarter after the transaction is completed.



OXFORD INDUSTRIES, INC.  
 PRO FORMA CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS  
 FOR THE FISCAL 2005 YEAR  
 (UNAUDITED)  
 (IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

	HISTORICAL ----- (a)	PRO FORMA ADJUSTMENTS ----- (b)		PRO FORMA TOTAL -----
Net sales	\$ 1,313,609	\$ (256,822)		\$ 1,056,787
Cost of goods sold	875,355	(219,040)		656,315
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Gross profit	438,254	(37,782)		400,472
Selling, general and administrative expense	336,608	(24,974)	(c)	311,634
Amortization of intangible assets	8,978	(356)		8,622
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Royalties and other operating income	345,586 12,059	(25,330) -		320,256 12,059
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Operating income	104,727	(12,452)		92,275
Interest expense, net	29,147	(3,376)	(d)	25,771
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Earnings before income taxes	75,580	(9,076)		66,504
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Income taxes	25,753	(3,531)	(e)	22,222
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Net earnings from continuing operations	49,827	(5,545)		44,282
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Net earnings from continuing operations per common share:				
Basic	\$ 2.97	\$ (0.33)		\$ 2.64
Diluted	\$ 2.87	\$ (0.32)		\$ 2.55
Weighted average common shares outstanding:				
Basic	16,788			16,788
Dilutive impact of options, earn-out shares and restricted shares	562			562
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Diluted	17,350			17,350
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OXFORD INDUSTRIES, INC.  
 PRO FORMA CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS  
 FOR THE THIRD QUARTER OF FISCAL 2006  
 (UNAUDITED)  
 (IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

	HISTORICAL ----- (f)	PRO FORMA ADJUSTMENTS ----- (b)		PRO FORMA TOTAL -----
Net sales	\$ 356,088	\$ (80,928)		\$ 275,160
Cost of goods sold	232,624	(66,580)		166,044
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Gross profit	123,464	(14,348)		109,116
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Selling, general and administrative expense	95,656	(7,672) (c)		87,984
Amortization of intangible assets	1,853	-		1,853
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Royalties and other operating income	97,509	(7,672)		89,837
	3,117	-		3,117
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Operating income	29,072	(6,676)		22,396
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Interest expense, net	7,035	(1,163) (d)		5,872
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Earnings before income taxes	22,037	(5,513)		16,524
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Income taxes	7,436	(2,145) (e)		5,291
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Net earnings from continuing operations	14,601	(3,368)		11,233
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Net earnings from continuing operations per common share:				
Basic	\$ 0.83	\$ (0.19)		\$ 0.64
Diluted	\$ 0.82	\$ (0.19)		\$ 0.63
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Weighted average common shares outstanding:				
Basic	17,533			17,533
Dilutive impact of options, earn-out shares and restricted shares	235			235
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Diluted	17,768			17,768
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OXFORD INDUSTRIES, INC.  
PRO FORMA CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS  
FOR THE NINE MONTHS OF FISCAL 2006  
(UNAUDITED)  
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

	HISTORICAL ----- (f)	PRO FORMA ADJUSTMENTS ----- (b)		PRO FORMA TOTAL -----
Net sales	\$ 1,027,218	\$ (205,680)		\$ 821,538
Cost of goods sold	676,293	(170,686)		505,607
Gross profit	350,925	(34,994)		315,931
Selling, general and administrative expense	273,045	(21,561)	(c)	251,484
Amortization of intangible assets	5,557	-		5,557
Royalties and other operating income	278,602	(21,561)		257,041
Operating income	10,031	-		10,031
Interest expense, net	82,354	(13,433)		68,921
Earnings before income taxes	21,240	(3,489)	(d)	17,751
Income taxes	61,114	(9,944)		51,170
Net earnings from continuing operations	21,622	(3,868)	(e)	17,754
Net earnings from continuing operations per common share:	39,492	(6,076)		33,416
Basic	\$ 2.26	\$ (0.35)		\$ 1.91
Diluted	\$ 2.22	\$ (0.34)		\$ 1.88
Weighted average common shares outstanding:				
Basic	17,471			17,471
Dilutive impact of options, earn-out shares and restricted shares	280			280
Diluted	17,751			17,751

- (a) Historical financial information is derived from Oxford Industries, Inc.'s annual report filed on Form 10-K as of June 3, 2005.
- (b) Represents the respective historical individual line items of the Womenswear Group's statements of earnings, except as otherwise noted.
- (c) Represents selling, general and administrative expense of the Womenswear Group, but excludes corporate overhead and service costs that have historically been allocated to the Womenswear Group. Such corporate overhead and service costs may not necessarily be eliminated as a result of the disposition of the Womenswear Group.
- (d) Represents interest expense that would not have been incurred had the disposition of the Womenswear Group occurred as of May 28, 2004. It is assumed that proceeds from the disposition, net of tax would have been used to repay obligations under Oxford Industries, Inc.'s \$280 million U.S. Secured Revolving Credit Facility. Interest expense is calculated as the estimated proceeds at May 28, 2004, including the proceeds related to retained assets and liabilities multiplied by the weighted average interest rate of 4.5% and 6.2% for fiscal 2005 and fiscal 2006, respectively.
- (e) Represents income taxes calculated at the statutory rate that would not have been incurred had the disposition of the Womenswear Group occurred as of May 28, 2004.
- (f) Historical financial information is derived from Oxford Industries, Inc.'s quarterly report filed on Form 10-Q as of March 3, 2006.

OXFORD INDUSTRIES, INC.  
PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEETS  
MARCH 3, 2006  
(UNAUDITED)  
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

	HISTORICAL ----- (a)	PRO FORMA ADJUSTMENTS -----	PRO FORMA TOTAL -----
<b>ASSETS</b>			
Current Assets:			
Cash and cash equivalents	\$ 10,004	\$ -	\$ 10,004
Receivables, net	206,762	(55,403)(b)	151,359
Inventories	166,183	(32,795)(b)	133,388
Prepaid expenses	23,624	(83)(b)	23,541
Current assets related to discontinued operations	-	68,913	68,913
	-----		
Total current assets	406,573	(19,368)(b)	387,205
Property, plant and equipment, net	69,698	(787)(b)	68,911
Goodwill, net	185,411	(3,992)(b)	181,419
Intangible assets, net	232,960	-	232,960
Other non-current assets, net	21,179	(4)(b)	21,175
	-----		
<b>TOTAL ASSETS</b>	<b>\$915,821</b>	<b>\$ (24,151)</b>	<b>\$891,670</b>
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<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
Current liabilities	146,000	(19,429)(b)	126,571
Current liabilities related to discontinued operations	-	16,544	16,544
Long-term debt, less current maturities	309,530	(32,623)(c)	276,907
Other non-current liabilities	28,440	-	28,440
Deferred income taxes	74,579	-	74,579
Commitments and contingencies	-	-	-
Shareholders' Equity:			
Preferred Stock, \$1.00 par value; 30,000 authorized and none issued and outstanding at March 3, 2006	-	-	-
Common stock, \$1.00 par value, 60,000 authorized and 17,613 issued and outstanding at March 3, 2006	17,613	-	17,613
Additional paid-in capital	72,232	2,377(d)	74,609
Retained earnings	272,938	8,980(e)	281,918
Accumulated other comprehensive (loss) income	(5,511)	-	(5,511)
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Total shareholders' equity	357,272	11,357	368,629
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<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$915,821</b>	<b>\$ (24,151)</b>	<b>\$891,670</b>
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(a) Historical financial information is derived from Oxford Industries, Inc.'s quarterly report filed on Form 10-Q as of March 3, 2006.

(b) Represents the elimination and reclassification to assets/liabilities related to discontinued operations of the Womenswear Group's balance sheet that were assumed sold or retained, respectively, as of March 3, 2006.

(c) Represents the net reduction in debt from the proceeds of the transaction (without consideration of the retained assets and liabilities) less the payment of transaction costs, including any employee related costs and income taxes (at the statutory rate).

- (d) Represents the additional paid in capital resulting from the modification of stock options and restricted stock awards for employees of the discontinued operations based upon the closing stock price on March 3, 2006.
- (e) Represents the net gain on the transaction after considering transaction costs and income taxes.