## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549
$\qquad$

## FORM 11-K

(Mark One)
[X] ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 1997

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

For the transition period from $\qquad$ to $\qquad$
Commission file number 033-64499
A. Full title of the plan and address of the plan, if different from that of the insurer named below:

Crown Crafts, Inc. 401(k) Retirement Savings Plan
B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Crown Crafts, Inc.
1600 RiverEdge Parkway
Suite 200
Atlanta, Georgia 30328

## SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

## CROWN CRAFTS, INC. 401(k) <br> RETIREMENT SAVINGS PLAN

## BY: /s/ PAUL A. CRISCILLIS, JR.

> Paul A. Criscillis, Jr.

## BY: /s/ ROBERT E. SCHNELLE

[^0]Bonnie Wasdin
(Each Member of the Administrative
Committee appointed under and Pursuant to the Crown Crafts, Inc. 401(k) Retirement Savings Plan)

THE CROWN CRAFTS, INC. 401(k)
RETIREMENT SAVINGS PLAN
FINANCIAL STATEMENTS AND AUDIT REPORT
DECEMBER 31, 1997
THE CROWN CRAFTS, INC. 401(k) RETIREMENT SAVINGS PLAN CONTENTS

<TABLE>
<S> ..... \(<\mathrm{C}>\)
REPORT OF INDEPENDENT ACCOUNTANTS1
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS WITH FUND INFORMATION ..... 2/3
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS WITH FUND INFORMATION ..... 4
NOTES TO FINANCIAL STATEMENTS ..... 5/8
SUPPLEMENTAL SCHEDULES
Schedule of Assets Held for Investment Purposes ..... 10Schedule of Reportable Transactions11/12

\section*{REPORT OF INDEPENDENT ACCOUNTANTS}

The Administrative Committee
The Crown Crafts, Inc. 401(k) Retirement Savings Plan
Atlanta, Georgia
We have audited the statements of net assets available for benefits with fund information of The Crown Crafts, Inc. 401(k) Retirement Savings Plan (the Plan) as of December 31, 1997 and 1996, and the related statement of changes in net assets available for benefits with fund information for the year ended December 31, 1997. These financial statements are the responsibility of the Administrative Committee. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by
management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits with fund information of the Plan as of December 31, 1997 and 1996, and the changes in its net assets available for benefits with fund information for the year ended December 31, 1997, in conformity with generally accepted accounting principles.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held for investment purposes and of reportable transactions are presented for purposes of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.
/s/ Joseph Decosimo and Company, LLP

JOSEPH DECOSIMO AND COMPANY, LLP
A GEORGIA LIMITED LIABILITY PARTNERSHIP

Atlanta, Georgia
July 2, 1998

1
THE CROWN CRAFTS, INC. 401(k) RETIREMENT SAVINGS PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
WITH FUND INFORMATION
DECEMBER 31, 1997
<TABLE>
<CAPTION>

</TABLE>

The accompanying notes are an integral part of the financial statements.

2
THE CROWN CRAFTS, INC. 401(K) RETIREMENT SAVINGS PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
WITH FUND INFORMATION
DECEMBER 31, 1997
```
<TABLE>
<CAPTION>
    LIFE LIFE STABLE
STAGE III STAGE IV VALUE PARTICIPANT 
```

```
$ 461 $ 2,665 $ 2,710 $ % $ $ 16,066
    --
```

```
    18,793 10,889 -- -- 271,858
    $ 448,488 $ 278,205 $ 536,733 $ 17,659 $3,776,125
</TABLE>
```

THE CROWN CRAFTS, INC. 401(k) RETIREMENT SAVINGS PLAN STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

WITH FUND INFORMATION
DECEMBER 31, 1996


The accompanying notes are an integral part of the financial statements.

\section*{3}

THE CROWN CRAFTS, INC. 401(K) RETIREMENT SAVINGS PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
WITH FUND INFORMATION

DECEMBER 31, 1996
```
<TABLE>
<CAPTION>
    LIFE LIFE LIFE STABLE
    STAGE II STAGE III STAGE IV VALUE UNALLOCATED
    PORTFOLIO PORTFOLIO PORTFOLIO PORTFOLIO BALANCES TOTAL
    <S> <C> <C> <C> < < > > < < < >
$ -- 
    252,264 
    25,012 21,575 12,097 25,447 -- 144,187
    6,988 ------------------ --------------------------------------------------
    284,264 223,691 127,155 337,533 82,226 1,828,085
    11,737 ---------------- ---------------------------------------------
$ 272,527 $ 215,002 $ 124,684 $ 329,165 $ 82,226 $1,747,367
</TABLE>
```

\section*{WITH FUND INFORMATION}

\section*{YEAR ENDED DECEMBER 31, 1997}


The accompanying notes are an integral part of the financial statements.

\section*{4}

THE CROWN CRAFTS, INC. 401(k) RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

\section*{WITH FUND INFORMATION}
\begin{tabular}{lccccccc} 
LIFE & LIFE & \multicolumn{2}{c}{ STABLE } & & & & \\
STAGE III & STAGE IV & VALUE & PARTICIPANT & UNALLOCATED & \\
PORTFOLIO & PORTFOLIO & PORTFOLIO & LOANS & BALANCES & TOTAL \\
\(<\) S \(>\) & \(<\mathrm{C}>\) & \(<\mathrm{C}>\) & \(<\mathrm{C}>\) & \(<\mathrm{C}>\) & \(<\mathrm{C}>\) & &
\end{tabular}


\begin{tabular}{llllll}
233,486 & 153,521 & 207,568 & 17,659 & \((82,226)\) & \(2,028,758\)
\end{tabular}

</TABLE>

## THE CROWN CRAFTS, INC. 401(k) RETIREMENT SAVINGS PLAN

## NOTES TO FINANCIAL STATEMENTS

## PLAN DESCRIPTION

The following description of The Crown Crafts, Inc. 401(k) Retirement Savings Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

The Plan is a defined contribution retirement savings plan with a cash or deferred arrangement covering substantially all employees of Crown Crafts, Inc. and affiliates (the sponsor) meeting minimum age and service requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was established effective January 1, 1996, and initial contributions were made into the trust fund in January, 1996. The Plan was amended on September 22, 1997, to provide for the entry of employees of acquired and affiliated companies.

The Plan allows contributions by participating employees of an amount equal to not less than $1 \%$ and not greater than $15 \%$ of their eligible compensation.

Matching contributions are made at the discretion of the sponsor. The sponsor matches participants' elective contributions at the rate of $100 \%$ of the first $2 \%$ of compensation deferred by each participant. The participants direct their elective contributions and related matching contributions to several investment options designed by the investment advisor. All contributions are limited to the maximum amount deductible under the applicable provisions of the Internal Revenue Code of 1986 (the Code).

Each participant's account is credited with the participant's contribution, the sponsor's matching contribution, and earnings thereon less administrative expenses. Each participant has a fully vested, nonforfeitable right to all amounts credited to his account under the elective salary reduction portion of the Plan. Each participant's right in sponsor contributions vests ratably over a five year period. Forfeitures are applied to reduce the sponsor's matching contribution.

Upon service or disability retirement, death or termination, the participant or beneficiary will receive a lump-sum amount equal to the value of the participant's vested account.

Although it has not expressed any intent to do so, the sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become $100 \%$ vested in their accounts.

## 5

THE CROWN CRAFTS, INC. 401(k) RETIREMENT SAVINGS PLAN

## NOTES TO FINANCIAL STATEMENTS

## PLAN DESCRIPTION - continued

The Plan offers participants seven investment options which consist of shares of the sponsor's common stock and six portfolios of mutual funds which are managed by an investment advisor:

CROWN CRAFTS, INC. COMMON STOCK - Funds are invested in common stock of Crown Crafts, Inc.

AGGRESSIVE GROWTH PORTFOLIO - Diverse growth-oriented portfolio invested in the stocks of large U.S. companies, small-medium companies and international companies.

LIFE STAGE I PORTFOLIO - Invests in common stock of large U.S. companies, small-medium companies and international companies.

LIFE STAGE II PORTFOLIO - Invests in common stocks and bonds of small, medium and large U.S. and international companies.

LIFE STAGE III PORTFOLIO - Invests in common stocks and bonds of large U.S. companies, small-medium companies and international companies.

LIFE STAGE IV PORTFOLIO - Invests in medium term bonds and the common stocks of small, medium and large U.S. and international companies.

STABLE VALUE PORTFOLIO - Invests in a mixture of contracts with major banks and insurance companies which, in turn, invest in high grade bonds.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies and practices followed by the Plan are as follows:

BASIS OF ACCOUNTING - The financial statements of the Plan are prepared under the accrual method of accounting.

INVESTMENT VALUATION AND INCOME RECOGNITION - The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan at
year end. The company stock is valued at its quoted market price.
Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

NET APPRECIATION (DEPRECIATION) IN THE FAIR VALUE OF INVESTMENTS - The Plan presents in the statements of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments, which consists of the realized gains (losses) and the unrealized appreciation (depreciation) on those investments.

## 6

THE CROWN CRAFTS, INC. 401(k) RETIREMENT SAVINGS PLAN

## NOTES TO FINANCIAL STATEMENTS

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

PARTICIPANT LOANS - Participants may borrow from their fund accounts a minimum of $\$ 1,000$, or such lesser amount as established by the Administrative Committee, up to a maximum equal to the lesser of $\$ 50,000$ or $50 \%$ of their account balance. Loan transactions are treated as a transfer to (from) the investment funds from (to) Participant Loans. Loan terms range up to 5 years or up to 10 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Administrative Committee. Principal and interest are paid ratably through monthly payroll deductions.

RISKS AND UNCERTAINTIES - The Plan provides for various investment options in a combination of mutual funds and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

PAYMENT OF BENEFITS - Benefits are recorded when paid. As of December 31, 1997, $\$ 76,432$ has been allocated to participants who have elected to withdraw from the Plan but have not been paid.

FORFEITED ACCOUNTS - As of December 31, 1997, forfeited nonvested accounts totalled $\$ 61,572$. These accounts will be used to reduce future sponsor contributions.

ESTIMATES - The preparation of financial statements in conformity with generally accepted accounting principles requires the Administrative Committee to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

## TAX STATUS

The Administrative Committee for the sponsor believes the Plan meets the requirements for tax qualification described in Section 401(a) of the Internal Revenue Code of 1986 (the Code). Accordingly, the Plan's related trust is exempt from tax under Section 501(a) of the Code. A favorable determination letter has been received from the Internal Revenue Service on the tax qualification of the Plan as amended through September 22, 1997. Continued qualification of the Plan will depend upon its operation in accordance with applicable requirements of the Code.

## INVESTMENTS

Under the terms of an agreement between Reiser, Builder \& Douglas, Inc. Investment Advisors and the sponsor, the investment advisor establishes investment portfolios and selects specific investment vehicles (primarily equity
mutual funds). The assets are held in a trust fund by SouthTrust Bank, N.A.

## 7

THE CROWN CRAFTS, INC. 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

INVESTMENTS - continued

The following table presents the fair value of investments as of December 31, 1997 and 1996:
$<$ TABLE $>$
$<$ CAPTION $>$


COMMON STOCKS

| Crown Crafts, Inc. | 12,141 | 189,703 | 7,428 | 74,280 |
| :--- | :--- | :--- | :--- | :--- |

MUTUAL FUNDS

| EuroPacific Growth Fund | 10,899 | 283,584 | 4,411 | 114,855 |
| :---: | :---: | :---: | :---: | :---: |
| Federated Max-Cap Fund | 40,879 | 825,750 | 20,949 | 334,138 |
| Federated Mini-Cap Fund | 11,934 | 181,875 | 4,865 | 68,299 |
| Stable Value Fund | 27,592 | 519,135 | 17,574 | 311,967 |
| Dreyfus MidCap Index Fund | 7,375 | 189,085 | 3,354 | 71,210 |
| PIMCO Total Return | 40,800 | 432,484 | 18,614 | 195,450 |
| Twentieth Century Ultra | 32,745 | 893,930 | 13,778 | 387,035 |
|  | ---------- |  | ----- |  |
|  | 3,325,843 |  | 1,482,954 |  |

## PARTICIPANT LOANS

17,655
\$3,549,267
\$ 1,639,878
</TABLE>

## ADMINISTRATIVE EXPENSES

The Plan sponsor paid $\$ 74,315$ and $\$ 58,905$ of administrative expenses incurred by the Plan during 1997 and 1996, respectively.


## COMMON STOCKS

Crown Crafts, Inc.
Common Stock

$$
130,344
$$

$$
189,703
$$

## MUTUAL FUNDS


Participant Loans

PARTICIPANT LOANS
Participant Loans
9.5\% Notes Receivable from Participants ---------------------17,655

TOTAL INVESTMENTS
$==========\begin{gathered}\$ 3,335,234 \\ ==========\end{gathered} \$ 3,549,267$
</TABLE>

## 10

THE CROWN CRAFTS, INC. 401(K) RETIREMENT SAVINGS PLAN

SCHEDULE OF REPORTABLE TRANSACTIONS

ITEM 27d OF FORM 5500

YEAR ENDED DECEMBER 31, 1997

EMPLOYER IDENTIFICATION NUMBER: 58-0678148
PLAN NUMBER: 334

```
<TABLE>
<CAPTION>
\begin{tabular}{|c|c|c|c|c|c|c|}
\hline & & \multicolumn{2}{|l|}{CURRENT VALUE OF ASSET} & & & \multirow[b]{2}{*}{NET} \\
\hline IDENTITY OF & PURCHASE & SELLING & COST OF & \multicolumn{2}{|l|}{ON TRANSACTION} & \\
\hline PARTY INVOLVED & DESCRIPTION OF ASSET & PRICE & PRICE & ASSET & DATE & GAIN \\
\hline \(<\) S \(>\quad<\mathrm{C}>\) & \(<\mathrm{C}>\quad<\mathrm{C}>\) & <C> & < \(\mathrm{C}>\) & <C> & & \\
\hline The American Funds & & & & & & \\
\hline Group Euro & ic Growth Fund \(\quad \$ 179,760\) & & \$ 179,760 & 179,760 & & \\
\hline
\end{tabular}
\begin{tabular}{lllllllll} 
Group & EuroPacific Growth Fund & \(\$ 4,939\) & \(\$ 4,370\) & \(\$ 4,939\) & \(\$\) & 569
\end{tabular}
```



## 11

THE CROWN CRAFTS, INC. 401(k) RETIREMENT SAVINGS PLAN
SCHEDULE OF REPORTABLE TRANSACTIONS
ITEM 27d OF FORM 5500
YEAR ENDED DECEMBER 31, 1997
EMPLOYER IDENTIFICATION NUMBER: 58-0678148
PLAN NUMBER: 334


We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 33-64499) pertaining to The Crown Crafts, Inc. 401(k) Retirement Savings Plan of our report dated July 2, 1998, with respect to the financial statements and schedules of The Crown Crafts, Inc. 401(k) Retirement Savings Plan included in this Annual Report (Form 11-K) for the year ended December 31, 1997.
/s/ Joseph Decosimo and Company, LLP

JOSEPH DECOSIMO AND COMPANY
A GEORGIA LIMITED LIABILITY PARTNERSHIP

Atlanta, Georgia
July 13, 1998


[^0]:    Robert E. Schnelle

