

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

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): July 17, 2012

Crown Crafts, Inc.
(Exact name of registrant as specified in its charter)

<u>Delaware</u>	<u>1-7604</u>	<u>58-0678148</u>
(State or other jurisdiction of incorporation)	(Commission File Number Identification No.)	(IRS Employer

<u>916 South Burnside Avenue, Gonzales, LA</u>	<u>70737</u>
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (225) 647-9100

(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 (*see* General Instruction A.2. below):

- ☐ 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))
-

Item 8.01. Other Events.

On June 27, 2012, Crown Crafts, Inc. (the “Company”) filed with the Securities and Exchange Commission a proxy statement relating to the annual meeting of stockholders of the Company to be held at the Company's executive offices, located at 916 South Burnside Avenue, Third Floor, Gonzales, Louisiana, on August 14, 2012, at 10:00 a.m. In that proxy statement, the Company submitted a proposal to its stockholders to approve an amendment to the Company's 2006 Omnibus Incentive Plan to increase the aggregate number of shares of the Company's Series A common stock subject to award thereunder from 1,925,000 to 2,775,000.

In response to feedback from Wynnefield Partners Small Cap Value, L.P. (together with its affiliates, “Wynnefield”), which beneficially owned in the aggregate 16.1% of the outstanding shares of the Company's Series A common stock as of June 15, 2012, the record date for the annual meeting, the board of directors and the compensation committee considered further the proposal to increase the number of shares available for award under the omnibus plan. On July 17, 2012, after such further review and consideration, the compensation committee recommended, and the board of directors approved, limiting the increase in the number of shares available for award under the omnibus plan to only 2,375,000 shares. Wynnefield has agreed to vote its shares of the Company's Series A common stock at the annual meeting in favor of this share increase.

As a result of the foregoing, if the Company's stockholders approve the proposed amendment to the omnibus plan at the annual meeting, the Company will not, without further stockholder approval, effectuate an amendment to the omnibus plan to increase the aggregate number of shares available for award thereunder to more than 2,375,000 shares.

Stockholders who have already submitted a proxy and wish to change their vote in light of the foregoing may do so, as provided in the proxy statement, by (i) delivering to the secretary of the Company a signed notice of revocation bearing a date later than the date of the proxy and stating that the proxy is revoked, (ii) granting a new proxy relating to the same shares and bearing a later date, or (iii) attending the annual meeting and voting in person. If shares are held in the name of a broker, bank or other nominee, the stockholder wishing to change his or her vote must submit new voting instructions to his or her broker, bank or other nominee. Stockholders who have already submitted a proxy and do not wish to change their vote need not execute a new proxy.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated July 18, 2012

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

CROWN CRAFTS, INC.

By: /s/ E. Randall Chestnut
E. Randall Chestnut,
President and Chief Executive Officer

Dated: July 18, 2012

EXHIBIT INDEX

Exhibit No.

99.1

Press Release dated July 18, 2012

Exhibit



Crown Crafts, Inc.

For Immediate Release

July 18, 2012

**Crown Crafts Announces Limit on Proposed Increase in Number of
Shares to be Available for Award Under Incentive Plan**

Gonzales, Louisiana – Crown Crafts, Inc. (NASDAQ-CM: CRWS) today announced that its Compensation Committee and Board of Directors have approved limiting the proposed increase in the number of shares available for award under the Company's 2006 Omnibus Incentive Plan to only 2,375,000 shares of Crown Crafts Series A common stock. The proposal with respect to increasing the number of shares available for award under the Omnibus Plan is contained in the Company's proxy material for its upcoming annual meeting of stockholders, scheduled for August 14, 2012. In that proxy material, the Company had asked stockholders to approve an amendment to increase the aggregate number of shares available for award under the Omnibus Plan from 1,925,000 to 2,775,000. However, as a result of the Compensation Committee's and the Board's recent action, if the Company's stockholders approve the proposed amendment to the Omnibus Plan at the annual meeting, the Company will not, without seeking further stockholder approval, effectuate an amendment to increase the aggregate number of shares available under the Omnibus Plan to more than 2,375,000 shares.

The Compensation Committee and Board of Directors reached this determination after further consideration of the proposal in response to feedback from Wynnefield Partners Small Cap Value, L.P., which, together with its affiliates, beneficially owned in the aggregate 16.1% of the outstanding shares of the Company's Series A common stock as of the record date for the annual meeting, and which has now agreed to vote its shares of the Company's Series A common stock at the annual meeting in favor of the share increase.

Stockholders who have already submitted a proxy and wish to change their vote may do so as provided in the Company's proxy statement previously furnished to stockholders. Stockholders who have already submitted a proxy and do not wish to change their vote need not execute a new proxy.

About Crown Crafts, Inc.

Crown Crafts, Inc. designs, markets and distributes infant, toddler and juvenile consumer products, including crib and toddler bedding and blankets; nursery and bath accessories; reusable and disposable bibs and floor mats; burp cloths; room décor; and disposable placemats, toilet seat covers and changing mats. The Company's operating subsidiaries include Crown Crafts Infant Products, Inc. in California and Hamco, Inc. in Louisiana. Crown Crafts is America's largest producer of infant bedding, bibs and bath items. The Company's products include licensed and branded collections as well as exclusive private label programs for certain of its customers. The latest news about Crown Crafts can be found at www.crowncrafts.com.

Contact:

Olivia Elliott
Vice President and Chief Financial Officer
225-647-9124
oelliott@crowncrafts.com

or

Halliburton Investor Relations
(972) 458-8000