

CURRENT REPORT
June 28, 2016

PHOENIX FOOTWEAR GROUP, INC.

A Delaware corporation.

PHOENIX FOOTWEAR GROUP, INC.
5937 Darwin Court, Suite 109
Carlsbad, CA 92008

CUSIP: 71903M209
OTC MARKETS TRADING SYMBOL:PXFG

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JUNE 28, 2016

The information set forth below follows guidelines for providing adequate current information; as amended, outlined by OTC Markets, Inc., and generally follows the sequential format set forth in those rules. THIS CURRENT REPORT HAS NOT BEEN FILED WITH THE SEC OR ANY OTHER REGULATORY AGENCY.

June 28, 2016. Phoenix Footwear Group, Inc. (Pink Sheets: PXFG) (the “Company”) today reported the voting results of the election of Directors and ratification of the appointment of Mayer Hoffman McCann P.C. as the Company’s independent public accountants for the fiscal year ending December 31, 2016 at its 2016 Annual Meeting of Stockholders held, Friday June 24, 2016 at 9:30 am pacific standard time at the Company’s corporate headquarters in Carlsbad California.

Item 13. Election of Directors.

The Company’s Board is set at five (5) directors. On June 24, 2016, The Company held its Annual Meeting of Stockholders, whereby the stockholders elected all five of the Company’s nominees for director. Each director will hold office until the Annual Meeting to be held in 2017, or until his or her successor has been duly elected and qualified, or until the director’s earlier death, resignation or removal. The voting for each of the directors was as follows:

<u>Name of Nominee</u>	<u>Voted For</u>	<u>Votes Withheld</u>	<u>Non Votes (*)</u>
Steven M. DePerrior	8,520,896	133,245	2,903,175
Stephanie E. Pianka	8,534,946	119,195	2,903,175
Frederick R. Port	8,520,672	133,469	2,903,175
James R. Riedman	8,609,972	44,169	2,903,175
David G. Whalen	8,534,395	119,195	2,903,175

* Represents broker non votes.

Proposal No. 2 – Ratification of the Selection of Independent Accountants

Mayer Hoffman McCann P.C. (“MHM”) has acted as the Company’s independent public accountants since June 18, 2008. The Company’s engagement of MHM for the fiscal year ending December 31, 2016 was presented to stockholders for ratification at the 2016 Annual Meeting. Although ratification by the stockholders is not required by law, the Board has determined that it is desirable to seek stockholder ratification of this appointment in light of the critical role played by independent auditors in maintaining the integrity of financial controls and reporting. At the aforementioned meeting the stockholders ratified the selection of MHM as the Company’s independent accountants for the fiscal year ending December 31, 2016.

<u>Proposal No. 2</u>	<u>Voted For</u>	<u>Voted Against</u>	<u>Votes Abstaining</u>
Ratification of MHM	11,350,040	51,359	155,917

About Phoenix Footwear Group, Inc.

Phoenix Footwear Group, Inc., headquartered in Carlsbad, California, specializes in quality comfort women's and men's footwear with a design focus on fitting features. Phoenix Footwear designs, develops, markets and sells footwear in a wide range of sizes and widths under the brands Trotters®, and SoftWalk®. These brands are primarily sold through department stores, leading specialty and independent retail stores, mail order catalogues and internet retailers and are carried by approximately 843 customers in over 1,576 retail locations throughout the U.S. Phoenix Footwear has been engaged in the manufacture or importation and sale of quality footwear since 1882.

Forward-Looking Statements

This press release contains certain forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding Phoenix Footwear's ability to repay its bank debt in a timely manner, future growth and performance of its individual brands, expected financial performance and condition for fiscal 2016 and/or statements preceded by, followed by or that include the words "believes," "could," "expects," "anticipates," "estimates," "intends," "plans," "projects," "seeks," "exploring," or similar expressions. Although Phoenix Footwear believes that the assumptions underlying the forward-looking statements contained herein are reasonable, any of the assumptions could be inaccurate, and therefore, there can be no assurance that the forward-looking statements included in this press release will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by Phoenix Footwear or any other person that the objectives and plans of Phoenix Footwear will be achieved. All forward-looking statements included in this press release speak only as of the date of this press release and are based on Phoenix Footwear's current expectations and projections about future events, based on information available at the time of the release, and Phoenix Footwear expressly disclaims any obligation to release publicly any update or revision to any forward-looking statement contained herein if there are changes in Phoenix Footwear's expectations or if any events, conditions or circumstances on which any such forward-looking statement is based.

Exhibits

None

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