

SHOE PAVILION INC  
Form 8-K  
March 28, 2006

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

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FORM 8-K

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CURRENT REPORT

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

Date of Report (Date of earliest event reported): **March 24, 2006**

Shoe Pavilion, Inc.

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State of other jurisdiction of incorporation)*

**0-23669**

*(Commission File Number)*

**94-3289691**

*(I.R.S. Employer Identification Number)*

13245 Riverside Drive, Suite 450  
Sherman Oaks, California 91423

*(Address of principal executive offices including zip code)*

**(818) 907 9975**

*(Registrant's telephone number, including area code)*

**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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events

On March 24, 2006, Shoe Pavilion, Inc. announced the pricing of an underwritten secondary public offering of its Common Stock. A copy of the March 24, 2006 press release is attached hereto as Exhibit 99.1 and incorporated herein by this reference.

Item 9.01. Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated March 24, 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 thereunto duly authorized.

Date: March 28, 2006

Shoe Pavilion, Inc.

By: /s/ Neil T. Watanabe

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Name: Neil T. Watanabe

*Title: Executive Vice President and Chief Financial Officer*

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	<u>Press Release dated March 24, 2006</u> Also provided in <u>PDF format</u> as a courtesy.

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