

RUSS BERRIE & CO INC

Form 8-K/A

March 06, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K/A
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 6, 2006)

Russ Berrie and Company, Inc.

(Exact Name of Registrant as Specified in Charter)

New Jersey

1-8681

22-1815337

(State or Other Jurisdiction
of Incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

111 Bauer Drive, Oakland, New Jersey 07436

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (201) 337-9000

(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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This Current Report on Form 8-K/A is an amendment to (i) the Current Report on Form 8-K filed by Russ Berrie and Company, Inc. (the Company) on July 6, 2006 and (ii) the Current Report on Form 8-K filed by the Company on October 10, 2006.

Section 5 Corporate Governance and Management

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(d) Mr. Fred Horowitz, Mr. Elliot Wahle and Ms. Lauren Robertsen have each been appointed to the Compensation Committee of the Board of Directors of the Company. In addition, Mr. Michael Zimmerman and Ms. Robertsen have been appointed to the Nominating/Governance Committee of the Board of Directors of the Company.

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.

Date: March 6, 2007

RUSS BERRIE AND COMPANY, INC.

By: /s/ Marc. S. Goldfarb

Marc S. Goldfarb
Senior Vice President, General Counsel and
Corporate Secretary