

Edgar Filing: BLUE HOLDINGS, INC. - Form 8-K

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

Information included in this Form 8-K may contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This information may involve known and unknown risks, uncertainties and other factors which may cause Blue Holdings' actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by any forward-looking statements. Forward-looking statements, which involve assumptions and describe Blue Holdings' future plans, strategies and expectations, are generally identifiable by use of the words "may," "will," "should," "expect," "anticipate," "estimate," "believe," "intend" or "project" or the negative of these words or other variations on these words or comparable terminology. Forward-looking statements are based on assumptions that may be incorrect, and there can be no assurance that any projections or other expectations included in any forward-looking statements will come to pass. Blue Holdings' actual results could differ materially from those expressed or implied by the forward-looking statements as a result of various factors. Except as required by applicable laws, Blue Holdings undertakes no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future.

SECTION 2 - FINANCIAL INFORMATION

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On June 8, 2005, Blue Holdings, Inc. filed a Current Report on Form 8-K/A with the Securities and Exchange Commission, amending its Current Report on Form 8-K filed on April 29, 2005, to report the first quarter earnings of Antik Denim, LLC, its wholly-owned subsidiary acquired on April 29, 2005. Blue Holdings issued a press release announcing the amended filing whereby it identified the net sales and pre-tax net income of Antik Denim for the quarter ended March 31, 2005. A copy of the press release is being furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

The information in this report shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such a filing.

SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Financial statements of business acquired. None.

- (b) Pro forma financial information. None.

- (c) Exhibits.

99.1 Press Release issued by the Registrant on June 8, 2005.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Blue Holdings, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BLUE HOLDINGS, INC.

Date: June 10, 2005

By: /s/ Patrick Chow

Patrick Chow, Chief Financial Officer and
Secretary

EXHIBIT INDEX

| Exhibit Number | Description of Exhibit |
|----------------|---|
| ----- | ----- |
| 99.1 | Press Release issued by the Registrant on June 8, 2005. |