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

FORM 10-Q

☑ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 29, 2013

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____to_____

Commission File No. 1-7604

Crown Crafts, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**58-0678148**
(State or other jurisdiction of incorporation)	(IRS Employer Identification No.)
916 South Burnside Avenue, Gonzales, LA	**70737**
(Address of principal executive offices)	(Zip Code)

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

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes ☑ No ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer ☐	Accelerated filer ☐	Non-Accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller Reporting Company ☑

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

The number of shares of common stock, $0.01 par value, of the registrant outstanding as of January 21, 2014 was 9,856,473.

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CROWN CRAFTS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
DECEMBER 29, 2013 AND MARCH 31, 2013
(amounts in thousands, except share and per share amounts)

	December 29, 2013 (Unaudited)	March 31, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	$ 3,771	$ 340
Accounts receivable (net of allowances of $818 at December 29, 2013 and $349 at March 31, 2013):		
Due from factor	16,145	21,431
Other	1,129	293
Inventories	17,240	10,930
Prepaid expenses	2,347	2,073
Deferred income taxes	520	160
Total current assets	41,152	35,227
Property, plant and equipment - at cost:		
Vehicles	193	193
Leasehold improvements	216	216
Machinery and equipment	2,706	2,656
Furniture and fixtures	757	743
Property, plant and equipment - gross	3,872	3,808
Less accumulated depreciation	3,295	3,070
Property, plant and equipment - net	577	738
Finite-lived intangible assets - at cost:		
Customer relationships	5,411	5,411
Other finite-lived intangible assets	7,613	7,643
Finite-lived intangible assets - gross	13,024	13,054
Less accumulated amortization	7,581	7,064
Finite-lived intangible assets - net	5,443	5,990
Goodwill	1,126	1,126
Deferred income taxes	1,024	1,005
Other	78	77
Total Assets	$ 49,400	$ 44,163
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 9,619	$ 7,376
Accrued wages and benefits	1,967	1,375
Accrued royalties	1,845	971
Dividends payable	789	786
Income taxes currently payable	516	710
Other accrued liabilities	79	133
Total current liabilities	14,815	11,351
Commitments and contingencies	-	-
Shareholders' equity:		
Common stock - $0.01 par value per share; Authorized 40,000,000 shares at December 29, 2013 and March 31, 2013; Issued 11,774,070 shares at December 29, 2013 and 11,696,022 shares at March 31, 2013	118	117
Additional paid-in capital	46,943	46,219
Treasury stock - at cost - 1,917,597 shares at December 29, 2013 and 1,868,003 shares at March 31, 2013	(8,021)	(7,690)
Accumulated deficit	(4,455)	(5,834)
Total shareholders' equity	34,585	32,812
Total Liabilities and Shareholders' Equity	$ 49,400	$ 44,163

See notes to unaudited condensed consolidated financial statements.

CROWN CRAFTS, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME
FOR THE THREE AND NINE-MONTH PERIODS ENDED DECEMBER 29, 2013 AND DECEMBER 30, 2012
(amounts in thousands, except per share amounts)

	Three-Month Periods Ended		Nine-Month Periods Ended	
	December 29, 2013	December 30, 2012	December 29, 2013	December 30, 2012
Net sales	$ 20,619	$ 20,070	$ 57,283	$ 54,805
Cost of products sold	14,665	14,788	41,108	41,184
Gross profit	5,954	5,282	16,175	13,621
Legal expenses	144	37	701	270
Other marketing and administrative expenses	2,951	2,742	9,446	8,268
Income from operations	2,859	2,503	6,028	5,083
Other income (expense):				
Interest expense	(8)	(17)	(38)	(54)
Interest income	5	30	18	60
Other - net	13	15	(2)	17
Income before income tax expense	2,869	2,531	6,006	5,106
Income tax expense	1,090	927	2,263	1,850
Net income	$ 1,779	$ 1,604	$ 3,743	$ 3,256
Weighted average shares outstanding:				
Basic	9,859	9,816	9,845	9,772
Effect of dilutive securities	18	-	13	-
Diluted	9,877	9,816	9,858	9,772
Earnings per share:				
Basic	$ 0.18	$ 0.16	$ 0.38	$ 0.33
Diluted	$ 0.18	$ 0.16	$ 0.38	$ 0.33
Cash dividends declared per share	$ 0.08	$ 0.58	$ 0.24	$ 0.66

See notes to unaudited condensed consolidated financial statements.

CROWN CRAFTS, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE-MONTH PERIODS ENDED DECEMBER 29, 2013 AND DECEMBER 30, 2012
(amounts in thousands)

	Nine-Month Periods Ended	
	December 29, 2013	December 30, 2012
Operating activities:		
Net income	$ 3,743	$ 3,256
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation of property, plant and equipment	225	168
Amortization of intangibles	563	574
Deferred income taxes	(379)	531
Gain on sale of property, plant and equipment	-	(13)
Stock-based compensation	487	530
Tax shortfall from stock-based compensation	(9)	(93)
Changes in assets and liabilities:		
Accounts receivable	4,450	1,562
Inventories	(6,310)	(1,443)
Prepaid expenses	(274)	289
Other assets	(1)	30
Accounts payable	2,243	2,218
Accrued liabilities	1,219	980
Net cash provided by operating activities	5,957	8,589
Investing activities:		
Capital expenditures for property, plant and equipment	(64)	(186)
Proceeds from disposition of assets	-	24
Capitalized costs of internally developed intangible assets	(16)	(449)
Net cash used in investing activities	(80)	(611)
Financing activities:		
Repayments under revolving line of credit	(9,947)	(9,755)
Borrowings under revolving line of credit	9,947	9,755
Purchase of treasury stock	(331)	(2,299)
Issuance of common stock	205	1,807
Excess tax benefit from stock-based compensation	42	195
Dividends paid	(2,362)	(7,650)
Net cash used in financing activities	(2,446)	(7,947)
Net increase in cash and cash equivalents	3,431	31
Cash and cash equivalents at beginning of period	340	214
Cash and cash equivalents at end of period	$ 3,771	$ 245
Supplemental cash flow information:		
Income taxes paid, net of refunds received	$ 2,814	$ 461
Interest paid, net of interest received	26	1
Noncash financing activity:		
Dividends declared but unpaid	(789)	-

See notes to unaudited condensed consolidated financial statements.

Note 1 – Summary of Significant Accounting Policies

Basis of Presentation: The accompanying unaudited condensed consolidated financial statements include the accounts of Crown Crafts, Inc. (the "Company") and its subsidiaries and have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") applicable to interim financial information as promulgated by the Financial Accounting Standards Board ("FASB") and the rules and regulations of the Securities and Exchange Commission ("SEC"). Accordingly, they do not include all of the information and disclosures required by GAAP for complete financial statements. References herein to GAAP are to topics within the FASB Accounting Standards Codification (the "FASB ASC"), which the FASB periodically revises through the issuance of an Accounting Standards Update ("ASU") and which has been established by the FASB as the authoritative source for GAAP recognized by the FASB to be applied by nongovernmental entities. In the opinion of management, these interim condensed consolidated financial statements contain all adjustments necessary to present fairly the financial position of the Company as of December 29, 2013 and the results of its operations and cash flows for the periods presented. Such adjustments include normal, recurring accruals, as well as the elimination of all significant intercompany balances and transactions. Operating results for the three and nine-month periods ended December 29, 2013 are not necessarily indicative of the results that may be expected by the Company for its fiscal year ending March 30, 2014. For further information, refer to the Company's condensed consolidated financial statements and notes thereto included in the Company's annual report on Form 10-K for the fiscal year ended March 31, 2013.

Reclassifications: The Company has reclassified certain prior year information to conform to the amounts presented in the current year. None of the changes impact the Company's previously reported financial position or results of operations.

Fiscal Year: The Company's fiscal year ends on the Sunday that is nearest to or on March 31. References herein to "fiscal year 2014" or "2014" represent the 52-week period ending March 30, 2014 and references herein to "fiscal year 2013" or "2013" represent the 52-week period ended March 31, 2013.

Use of Estimates: The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the condensed consolidated balance sheets and the reported amounts of revenues and expenses during the periods presented on the condensed consolidated statements of income and cash flows. Significant estimates are made with respect to the allowances related to accounts receivable for customer deductions for returns, allowances and disputes. The Company also has a certain amount of discontinued finished products which necessitates the establishment of inventory reserves and allocates indirect costs to inventory based on an estimated percentage of the supplier purchase price, each of which is highly subjective. Actual results could differ from those estimates.

Cash and Cash Equivalents: The Company considers highly-liquid investments, if any, purchased with original maturities of three months or less to be cash equivalents. The Company's credit facility consists of a revolving line of credit under a financing agreement with The CIT Group/Commercial Services, Inc. ("CIT"), a subsidiary of CIT Group, Inc. The Company classifies a negative balance outstanding under this revolving line of credit as cash, as these amounts are legally owed to the Company and are immediately available to be drawn upon by the Company.

Financial Instruments: For short-term instruments such as cash and cash equivalents, accounts receivable and accounts payable, the Company uses carrying value as a reasonable estimate of the fair value.

Segment and Related Information: The Company operates primarily in one principal segment – infant, toddler and juvenile products. These products consist of infant and toddler bedding, bibs, soft bath products, disposable products and accessories. Net sales of bedding, blankets and accessories and net sales of bibs, bath and disposable products for the three and nine-month periods ended December 29, 2013 and December 30, 2012 are as follows (in thousands):

	Three-Month Periods Ended		Nine-Month Periods Ended	
	December 29, 2013	December 30, 2012	December 29, 2013	December 30, 2012
Bedding, blankets and accessories	$ 15,303	$ 14,374	$ 41,647	$ 38,967
Bibs, bath and disposable products	5,316	5,696	15,636	15,838
Total net sales	$ 20,619	$ 20,070	$ 57,283	$ 54,805

Advertising Costs: The Company's advertising costs are primarily associated with cooperative advertising arrangements with certain of the Company's customers and are recognized using the straight-line method based upon aggregate annual estimated amounts for those customers, with periodic adjustments to the actual amounts of authorized agreements. Advertising expense is included in other marketing and administrative expenses in the accompanying condensed consolidated statements of income and amounted to $655,000 and $605,000 for the nine-month periods ended December 29, 2013 and December 30, 2012, respectively.

Revenue Recognition: Sales are recorded when products are shipped to customers and are reported net of allowances for estimated returns and allowances in the accompanying condensed consolidated statements of income. Allowances for returns are estimated based on historical rates. Allowances for returns, cooperative advertising allowances, warehouse allowances, placement fees and volume rebates are recorded commensurate with sales activity or using the straight-line method, as appropriate, and the cost of such allowances is netted against sales in reporting the results of operations. Shipping and handling costs, net of amounts reimbursed by customers, are not material and are included in net sales.

Allowances Against Accounts Receivable: The Company's allowances against accounts receivable are primarily contractually agreed-upon deductions for items such as cooperative advertising and warehouse allowances, placement fees and volume rebates. These deductions are recorded throughout the year commensurate with sales activity or using the straight-line method, as appropriate. Funding of the majority of the Company's allowances occurs on a per-invoice basis. The allowances for customer deductions, which are netted against accounts receivable in the consolidated balance sheets, consist of agreed upon advertising support, placement fees, markdowns and warehouse and other allowances. All such allowances are recorded as direct offsets to sales, and such costs are accrued commensurate with sales activities or as a straight-line amortization charge of an agreed-upon fixed amount, as appropriate to the circumstances for each such arrangement. When a customer requests deductions, the allowances are reduced to reflect such payments or credits issued against the customer's account balance. The Company analyzes the components of the allowances for customer deductions monthly and adjusts the allowances to the appropriate levels. The timing of funding requests for advertising support can cause the net balance in the allowance account to fluctuate from period to period. The timing of such funding requests should have no impact on the consolidated statements of income since such costs are accrued commensurate with sales activity or using the straight-line method, as appropriate.

To reduce the exposure to credit losses and to enhance the predictability of its cash flows, the Company assigns the majority of its trade accounts receivable under factoring agreements with CIT. In the event a factored receivable becomes uncollectible due to creditworthiness, CIT bears the risk of loss. The Company's management must make estimates of the uncollectibility of its non-factored accounts receivable to evaluate the adequacy of the Company's allowance for doubtful accounts, which is accomplished by specifically analyzing accounts receivable, historical bad debts, customer concentrations, customer creditworthiness, current economic trends and changes in its customers' payment terms. The Company's accounts receivable as of December 29, 2013 was $17.3 million, net of allowances of $818,000. Of this amount, $16.1 million was due from CIT under the factoring agreements, and an additional $2.5 million was due from CIT as a negative balance outstanding under the revolving line of credit. The combined amount of $18.6 million represents the maximum loss that the Company could incur if CIT failed completely to perform its obligations under the factoring agreements and the revolving line of credit.

Depreciation and Amortization: The accompanying condensed consolidated balance sheets reflect property, plant and equipment, and certain intangible assets at cost less accumulated depreciation or amortization. The Company capitalizes additions and improvements and expenses maintenance and repairs as incurred. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the assets, which are three to eight years for property, plant and equipment, and one to twenty years for intangible assets other than goodwill. The Company amortizes improvements to its leased facilities over the term of the lease or the estimated useful life of the asset, whichever is shorter.

Valuation of Long-Lived Assets and Identifiable Intangible Assets: In addition to the depreciation and amortization procedures set forth above, the Company reviews for impairment long-lived assets and certain identifiable intangible assets whenever events or changes in circumstances indicate that the carrying amount of any asset may not be recoverable. In the event of impairment, the asset is written down to its fair market value.

Patent Costs: The Company incurs certain legal and associated costs in connection with its patent applications and litigation related to the protection or defense of its patents and the Company's products associated with its patents. The Company capitalizes such costs to be amortized over the expected life of the patent to the extent that an economic benefit is anticipated from the resulting patent or an alternative future use for the underlying product is available to the Company and, in the case of litigation, when a successful outcome is probable. Capitalized patent defense costs are amortized over the remaining expected life of the related patent. Each of the Company's assessments of the future economic benefit of its patents and its evaluation of the probability of a successful outcome of litigation associated with its patents involves considerable management judgment, and a different conclusion could result in a material impairment charge amounting to the carrying value of these assets.

Royalty Payments: The Company has entered into agreements that provide for royalty payments based on a percentage of sales with certain minimum guaranteed amounts. These royalties are accrued based upon historical sales rates adjusted for current sales trends by customers. Royalty expense is included in cost of products sold in the accompanying condensed consolidated statements of income and amounted to $5.3 million and $4.7 million for the nine-months ended December 29, 2013 and December 30, 2012, respectively.

Inventory Valuation: The preparation of the Company's financial statements requires careful determination of the appropriate dollar amount of the Company's inventory balances. Such amount is presented as a current asset in the accompanying condensed consolidated balance sheets and is a direct determinant of cost of products sold in the accompanying condensed consolidated statements of income and, therefore, has a significant impact on the amount of net income in the accounting periods reported. The basis of accounting for inventories is cost, which includes the direct supplier acquisition cost, duties, taxes and freight, and the indirect costs incurred to design, develop, source and store the product until it is sold. Once cost has been determined, the Company's inventory is then stated at the lower of cost or market, with cost determined using the first-in, first-out ("FIFO") method, which assumes that inventory quantities are sold in the order in which they are acquired.

The indirect costs allocated to inventory are done so as a percentage of projected annual supplier purchases and can impact the Company's results of operations as purchase volume fluctuates from quarter to quarter and year to year. The difference between indirect costs incurred and the indirect costs allocated to inventory creates a burden variance, which is generally favorable when actual inventory purchases exceed planned inventory purchases, and is generally unfavorable when actual inventory purchases are lower than planned inventory purchases. While the burden variance can be significant during interim periods, it is generally not material by the end of each fiscal year. The determination of the indirect charges and their allocation to the Company's finished products inventories is complex and requires significant management judgment and estimates. If management made different judgments or utilized different estimates, then differences would result in the valuation of the Company's inventories, the amount and timing of the Company's cost of products sold and the resulting net income for any accounting period.

On a periodic basis, management reviews the Company's inventory quantities on hand for obsolescence, physical deterioration, changes in price levels and the existence of quantities on hand which may not reasonably be expected to be sold within the normal operating cycle of the Company's operations. To the extent that any of these conditions is believed to exist or the market value of the inventory expected to be realized in the ordinary course of business is otherwise no longer as great as its carrying value, an allowance against the inventory value is established. To the extent that this allowance is established or increased during an accounting period, an expense is recorded in cost of products sold in the Company's condensed consolidated statements of income. Only when inventory for which an allowance has been established is later sold or is otherwise disposed of is the allowance reduced accordingly. Significant management judgment is required in determining the amount and adequacy of this allowance. In the event that actual results differ from management's estimates or these estimates and judgments are revised in future periods, the Company may not fully realize the carrying value of its inventory or may need to establish additional allowances, either of which could materially impact the Company's financial position and results of operations.

Provision for Income Taxes: The Company's provision for income taxes includes all currently payable federal, state, local and foreign taxes and is based upon the Company's estimated annual effective tax rate, which is based on the Company's forecasted annual pre-tax income, as adjusted for certain expenses within the condensed consolidated statements of income that will never be deductible on the Company's tax returns and certain charges expected to be deducted on the Company's tax returns that will never be deducted on the condensed consolidated statements of income, multiplied by the statutory tax rates for the various jurisdictions in which the Company operates and reduced by certain anticipated tax credits. The Company provides for deferred income taxes based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates that will be in effect when the differences are expected to reverse. The Company's policy is to recognize the effect that a change in enacted tax rates would have on net deferred income tax assets and liabilities in the period that the tax rates are changed.

The Company files income tax returns in the many jurisdictions within which it operates, including the U.S., several U.S. states and the People's Republic of China. The statute of limitations for the Company's filed income tax returns varies by jurisdiction; tax years open to federal or state general examination or other adjustment as of December 29, 2013 were the fiscal years ended April 3, 2011, April 1, 2012 and March 31, 2013, as well as the fiscal year ended March 28, 2010 for several states.

Earnings Per Share: The Company calculates basic earnings per share by using a weighted average of the number of shares outstanding during the reporting periods. Diluted shares outstanding are calculated in accordance with the treasury stock method, which assumes that the proceeds from the exercise of all exercisable options would be used to repurchase shares at market value. The net number of shares issued after the exercise proceeds are exhausted represents the potentially dilutive effect of the options, which are added to basic shares to arrive at diluted shares.

Note 2 – Goodwill, Customer Relationships and Other Intangible Assets

Goodwill: Goodwill represents the excess of the purchase price over the fair value of net identifiable assets acquired in business combinations. The goodwill of the reporting units of the Company as of December 29, 2013 and March 31, 2013 amounted to $24.0 million, and is reflected in the accompanying condensed consolidated balance sheets net of accumulated impairment charges of $22.9 million, for a net reported balance of $1.1 million.

The Company tests the fair value of the goodwill, if any, within its reporting units annually as of the first day of the Company's fiscal year. An additional interim impairment test is performed during the year whenever an event or change in circumstances occurs that suggests that the fair value of the goodwill of either of the reporting units of the Company has more likely than not (defined as having a likelihood of greater than 50%) fallen below its carrying value. The annual or interim impairment test is performed by first assessing qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If such qualitative factors so indicate, then the impairment test is continued in a two-step approach. The first step is the estimation of the fair value of each reporting unit to ensure that its fair value exceeds its carrying value. If step one indicates that a potential impairment exists, then the second step is performed to measure the amount of an impairment charge, if any. In the second step, these estimated fair values are used as the hypothetical purchase price for the reporting units, and an allocation of such hypothetical purchase price is made to the identifiable tangible and intangible assets and assigned liabilities of the reporting units. The impairment charge is calculated as the amount, if any, by which the carrying value of the goodwill exceeds the implied amount of goodwill that results from this hypothetical purchase price allocation.

The annual impairment test of the fair value of the goodwill of the reporting units of the Company was performed as of April 1, 2013, and the Company concluded that the fair value of the goodwill of the Company's reporting units substantially exceeded their carrying values as of that date.

Other Intangible Assets: Other intangible assets as of December 29, 2013 consisted primarily of the fair value of net identifiable assets acquired in business combinations, other than tangible assets and goodwill. The carrying amount and accumulated amortization of the Company's other intangible assets as of December 29, 2013, their weighted average estimated useful life, the amortization expense for the three and nine-month periods ended December 29, 2013 and December 30, 2012 and the classification of such amortization expense within the accompanying condensed consolidated statements of income are as follows (in thousands):

				Amortization Expense			
				Three-Month Periods Ended		Nine-Month Periods Ended	
	Carrying Amount	Weighted Average Estimated Useful Life (Years)	Accumulated Amortization	December 29, 2013	December 30, 2012	December 29, 2013	December 30, 2012
Tradename and trademarks	$ 1,987	15	$ 635	$ 33	$ 43	$ 99	$ 122
Licenses and designs	3,571	3	3,571	-	2	2	6
Non-compete covenants	454	7	377	13	13	41	41
Patents	1,601	17	216	27	14	59	42
Customer relationships	5,411	12	2,782	121	121	362	363
Total other intangible assets	$ 13,024	10	$ 7,581	$ 194	$ 193	$ 563	$ 574

Classification within the accompanying consolidated statements of income:				
Cost of products sold	$ 13	$ 15	$ 43	$ 47
Other Marketing and administrative expenses	181	178	520	527
Total amortization expense	$ 194	$ 193	$ 563	$ 574

Note 3 – Inventories

Major classes of inventory were as follows (in thousands):

	December 29, 2013	March 31, 2013
Raw Materials	$ 41	$ 43
Finished Goods	17,199	10,887
Total inventory	$ 17,240	$ 10,930

Note 4 – Financing Arrangements

Factoring Agreements: The Company assigns the majority of its trade accounts receivable to CIT under factoring agreements whose expiration dates are coterminous with that of the financing agreement described below. Under the terms of the factoring agreements, CIT remits customer payments to the Company as such payments are received by CIT.

CIT bears credit losses with respect to assigned accounts receivable from approved customers that are within approved credit limits, while the Company bears the responsibility for adjustments from customers related to returns, allowances, claims and discounts. CIT may at any time terminate or limit its approval of shipments to a particular customer. If such a termination were to occur, the Company must either assume the credit risk for shipments after the date of such termination or limitation or cease shipments to such customer. Factoring fees, which are included in other marketing and administrative expenses in the accompanying condensed consolidated statements of income, were $134,000 and $121,000 for the three-month periods ended December 29, 2013 and December 30, 2012, respectively, and $331,000 and $313,000 for the nine-month periods ended December 29, 2013 and December 30, 2012, respectively. There were no advances from the factor at either December 29, 2013 or March 31, 2013.

Credit Facility: The Company's credit facility at December 29, 2013 consisted of a revolving line of credit under a financing agreement with CIT of up to $26.0 million, which includes a $1.5 million sub-limit for letters of credit. The revolving line of credit carries an interest rate of prime minus 0.50% or LIBOR plus 2.00%, matures on July 11, 2016 and is secured by a first lien on all assets of the Company. As of December 29, 2013, the Company had elected to pay interest on balances owed under the revolving line of credit, if any, under the LIBOR option. The financing agreement also provides for the payment by CIT to the Company of interest at the rate of prime minus 2.00%, which was 1.25% at December 29, 2013, on daily cash balances held at CIT.

Under the financing agreement, a fee is assessed based on 0.125% of the average unused portion of the $26.0 million revolving line of credit, less any outstanding letters of credit (the "Commitment Fee"). The Commitment Fee, which is classified as interest expense in the accompanying condensed consolidated statements of income, was $8,000 and $16,000 for the three months ended December 29, 2013 and December 30, 2012, respectively, and $32,000 and $48,000 for the nine months ended December 29, 2013 and December 30, 2012, respectively. As of December 29, 2013, there was no balance owed on the revolving line of credit, there was no letter of credit outstanding and the Company had $23.6 million available under the revolving line of credit based on its eligible accounts receivable and inventory balances.

The financing agreement for the revolving line of credit contains usual and customary covenants for agreements of that type, including limitations on other indebtedness, liens, transfers of assets, investments and acquisitions, merger or consolidation transactions, transactions with affiliates and changes in or amendments to the organizational documents for the Company and its subsidiaries. The Company believes it was in compliance with these covenants as of December 29, 2013.

Note 5 – Stock-based Compensation

The stockholders of the Company have approved the 2006 Omnibus Incentive Plan (the "Plan"), which is an incentive stock plan that is intended to attract and retain directors, officers and employees of the Company and to motivate and reward these individuals with long-term, equity-based incentive compensation, and which the Company believes will lead to the achievement of the Company's overall goal of increasing stockholder value. Awards granted under the Plan may be in the form of qualified or non-qualified stock options, restricted stock, stock appreciation rights, long-term incentive compensation units consisting of a combination of cash and shares of the Company's common stock, or any combination thereof within the limitations set forth in the Plan. The Plan is administered by the compensation committee of the Company's Board of Directors (the "Board"), which selects eligible employees and non-employee directors to participate in the Plan and determines the type, amount, duration and other terms of individual awards. At December 29, 2013, 385,702 shares of the Company's common stock were available for future issuance under the Plan.

Stock-based compensation is calculated according to FASB ASC Topic 718, *Compensation – Stock Compensation*, which requires stock-based compensation to be accounted for using a fair-value-based measurement. The Company recorded $131,000 and $242,000 of stock-based compensation expense during the three months ended December 29, 2013 and December 30, 2012, respectively, and recorded $487,000 and $530,000 of stock-based compensation expense during the nine months ended December 29, 2013 and December 30, 2012, respectively. The Company records the compensation expense related to stock-based awards granted to individuals in the same expense classifications as the cash compensation paid to those same individuals. No stock-based compensation costs have been capitalized as part of the cost of an asset as of December 29, 2013.

Stock Options: The following table represents stock option activity for the nine-month periods ended December 29, 2013 and December 30, 2012:

	Nine-Month Period Ended December 29, 2013		Nine-Month Period Ended December 30, 2012	
	Weighted-Average Exercise Price	**Number of Options Outstanding**	**Weighted-Average Exercise Price**	**Number of Options Outstanding**
Outstanding at Beginning of Period	$ 5.23	145,000	$ 3.57	573,000
Granted	6.14	100,000	5.42	110,000
Exercised	5.12	(40,000)	3.46	(521,750)
Expired	-	-	0.71	(1,250)
Outstanding at End of Period	5.70	205,000	5.23	160,000
Exercisable at End of Period	5.14	55,000	-	-

The total intrinsic value of the stock options exercised during the three-month periods ended December 29, 2013 and December 30, 2012 was $23,000 and $443,000, respectively, and was $60,000 and $1.2 million during the nine-month periods ended December 29, 2013 and December 30, 2012, respectively. As of December 29, 2013, the intrinsic value of the outstanding and exercisable stock options was $407,000 and $140,000, respectively.

The Company received no cash from the exercise of stock options during the nine months ended December 29, 2013 and received cash in the amount of $98,000 from the exercise of stock options during the nine months ended December 30, 2012. Upon the exercise of stock options, participants may choose to surrender to the Company those shares from the option exercise necessary to satisfy the exercise amount and their income tax withholding obligations that arise from the option exercise. The effect on the cash flow of the Company from these "cashless" option exercises is that the Company remits cash on behalf of the participant to satisfy his or her income tax withholding obligations. The Company remitted cash of $24,000 and $437,000 to satisfy the required income tax withholding amounts from "cashless" option exercises during the nine-month periods ended December 29, 2013 and December 30, 2012, respectively. Thus, the Company's net outflow of cash upon the exercise of stock options was $24,000 and $339,000 during the nine-month periods ended December 29, 2013 and December 30, 2012, respectively.

To determine the estimated fair value of stock options granted, the Company uses the Black-Scholes-Merton valuation formula, which is a closed-form model that uses an equation to estimate fair value. The following table sets forth the assumptions used to determine the fair value, and the resulting grant-date fair value per option, of the non-qualified stock options which were awarded to certain employees during the nine-month periods ended December 29, 2013 and December 30, 2012, which options vest over a two-year service period.

	Nine-Month Periods Ended	
	December 29, 2013	**December 30, 2012**
Options issued	100,000	110,000
Grant Date	June 14, 2013	June 13, 2012
Dividend yield	5.21%	5.90%
Expected volatility	35.00%	65.00%
Risk free interest rate	0.49%	0.55%
Contractual term (years)	10.00	10.00
Expected term (years)	3.00	4.00
Forfeiture rate	5.00%	5.00%
Exercise price (grant-date closing price)	$ 6.14	$ 5.42
Fair value	$ 0.98	$ 1.84

For the three and nine-month periods ended December 29, 2013, the Company recognized compensation expense associated with stock options as follows (in thousands):

	Three-Month Period			Nine-Month Period		
Options Granted in Fiscal Year	Cost of Products Sold	Marketing & Administrative Expenses	Total Expense	Cost of Products Sold	Marketing & Administrative Expenses	Total Expense
2012	-	-	-	14	11	25
2013	11	11	22	35	35	70
2014	6	6	12	13	13	26
Total stock option compensation	$ 17	$ 17	$ 34	$ 62	$ 59	$ 121

For the three and nine-month periods ended December 30, 2012, the Company recognized compensation expense associated with stock options as follows (in thousands):

	Three-Month Period			Nine-Month Period		
Options Granted in Fiscal Year	Cost of Products Sold	Marketing & Administrative Expenses	Total Expense	Cost of Products Sold	Marketing & Administrative Expenses	Total Expense
2011	$ -	$ -	$ -	$ 14	$ 13	$ 27
2012	12	12	24	41	41	82
2013	11	13	24	24	28	52
Total stock option compensation	$ 23	$ 25	$ 48	$ 79	$ 82	$ 161

As of December 29, 2013, total unrecognized stock option compensation expense amounted to $119,000, which will be recognized as the underlying stock options vest over a weighted-average period of 9.5 months. The amount of future stock option compensation expense could be affected by any future stock option grants and by the separation from the Company of any individual who has received stock options that are unvested as of such individual's separation date.

Non-vested Stock Granted to Directors: The Board granted the following shares of non-vested stock to its non-employee directors:

Number Of Shares	Weighted-Average Fair Value per Share	Three-Month Period Ended
28,000	$6.67	September 29, 2013
42,000	5.62	September 30, 2012
30,000	4.44	October 2, 2011
30,000	4.36	September 26, 2010

These shares vest over a two-year service period. The fair value of the non-vested stock granted to the Company's non-employee directors was based on the closing price of the Company's common stock on the date of the grant.

Non-vested Stock Granted to Employees: During the three-month period ended June 27, 2010, the Board awarded 345,000 shares of non-vested stock to certain employees in a series of grants, each of which will vest only if (i) the closing price of the Company's common stock is at or above certain target levels for any ten trading days out of any period of 30 consecutive trading days and (ii) the respective employees remain employed through July 29, 2015. The Company, with the assistance of an independent third party, determined that the aggregate grant date fair value of the awards amounted to $1.2 million.

On November 5, 2013 and November 30, 2012, the Board approved amendments to the grant subject to the $5.00 per share closing price condition that had been awarded to E. Randall Chestnut, Chairman, Chief Executive Officer and President. With the closing price condition having been met for this award, the original grant of 75,000 shares was amended to provide for the immediate vesting of 13,000 shares on November 5, 2013 and 62,000 shares on November 30, 2012. The vesting of these awards was accelerated in order to preserve the deductibility of the associated compensation expense by the Company for income tax purposes. As a result of the acceleration of the vesting, the Company recognized the remaining compensation expense associated with the 13,000 and 62,000 shares vested of $14,000 and $99,000, respectively, during the three-month periods ended December 29, 2013 and December 30, 2012, respectively. These amounts would otherwise have been recognized by the Company ratably through July 29, 2015. To satisfy the income tax withholding obligations that arose from the vesting of the shares, Mr. Chestnut surrendered to the Company 6,234 shares on November 5, 2013 and 26,319 shares on November 30, 2012, and the Company paid $47,000 and $153,000, respectively, to the appropriate taxing authorities on his behalf at such times.

Performance Bonus Plan: In July 2012, the Company implemented a performance bonus plan for certain executive officers that provided for awards of cash or shares of common stock, or a combination thereof, in the discretion of the Compensation Committee of the Board, in the event that the aggregate average market value of the common stock during the relevant fiscal year, plus the amount of cash dividends paid in respect of the common stock during such period, increases. In September 2013, the performance bonus plan was amended to eliminate the Compensation Committee's discretion to award cash, unless and to the extent that insufficient shares of common stock were available for issuance from the Company's 2006 Omnibus Incentive Plan.

In connection with this performance bonus plan, during the three-month period ended September 29, 2013, the Company, in respect of fiscal year 2013, granted to certain executive officers 17,048 shares of common stock with a value of $93,000 and a cash award of $258,000. Of the total compensation expense of $351,000, $155,000 was recognized during fiscal year 2013 and $196,000 was recognized as compensation expense during the six-month period ended September 29, 2013. Although there are restrictions as to the subsequent transfer of the shares of stock awarded, ownership in the stock was vested upon issuance.

The performance bonus plan, as amended in September 2013, provides that any shares of common stock that may be awarded in the future will vest over a two-year service period. This revision to the performance bonus plan, along with the requirement that awards now be made solely in shares of common stock, will provide that the compensation expense associated with performance bonus plan awards will be recognized ratably over a three-year period – the fiscal year in which the award is earned, plus the two-year vesting period. With respect to awards which may be earned pursuant to the performance bonus plan for fiscal year 2014, the Company has recognized compensation expense in the amount of $240,000 during the nine months ended December 29, 2013.

For the three and nine-month periods ended December 29, 2013, the Company recognized compensation expense associated with stock grants, which is included in other marketing and administrative expenses in the accompanying condensed consolidated statements of income, as follows (in thousands):

	Three-Month Period			Nine-Month Period		
Stock Granted in Fiscal Year	Employees	Non-employee Directors	Total Expense	Employees	Non-employee Directors	Total Expense
2011	$ 55	$ -	$ 55	$ 141	$ -	$ 141
2012	-	-	-	-	22	22
2013	-	19	19	-	71	71
2014	-	23	23	93	39	132
Total stock grant compensation	$ 55	$ 42	$ 97	$ 234	$ 132	$ 366

For the three and nine-month periods ended December 30, 2012, the Company recognized compensation expense associated with stock grants, which is included in other marketing and administrative expenses in the accompanying condensed consolidated statements of income, as follows (in thousands):

	Three-Month Period			Nine-Month Period		
Stock Granted in Fiscal Year	Employees	Non-employee Directors	Total Expense	Employees	Non-employee Directors	Total Expense
2011	$ 148	$ -	$ 148	$ 252	$ 18	$ 270
2012	-	17	17	-	50	50
2013	-	29	29	-	49	49
Total stock grant compensation	$ 148	$ 46	$ 194	$ 252	$ 117	$ 369

As of December 29, 2013, unrecognized compensation expense related to the Company's non-vested stock grants amounted to $453,000, which will be recognized over the respective vesting terms associated with each of the blocks of non-vested stock grants indicated above, such grants having an aggregate weighted-average vesting term of 1.5 years. The amount of future compensation expense related to the Company's non-vested stock grants could be affected by any future non-vested stock grants and by the separation from the Company of any individual who has received non-vested stock grants that remain non-vested as of such individual's separation date.

Note 7 – Contingency

BreathableBaby, LLC ("BreathableBaby") filed a complaint against the Company and Crown Crafts Infant Products, Inc. ("CCIP"), a wholly-owned subsidiary of the Company, on January 11, 2012 in the United States District Court for the District of Minnesota, alleging that CCIP's mesh crib liner infringes BreathableBaby's patent rights relating to its air permeable infant bedding technology. The Company believes that it has meritorious defenses to the claims asserted in the complaint, and the Company intends to defend itself vigorously against all such claims. The Company and CCIP filed a motion for summary judgment of non-infringement on May 14, 2012. On July 25, 2012, the Court entered an order denying that motion without prejudice to refiling it at the close of discovery. In doing so, the Court did not rule on the merits of the Company's motion, but instead determined that further discovery was required before a motion for summary judgment could be decided. Discovery accordingly was resumed; however, on August 6, 2013, upon becoming concerned that the costs of discovery and litigation were quickly surpassing the amount in controversy, the Court ordered a temporary stay of all discovery.

CCIP was granted a patent in September 2013 related to its mesh crib liner by the United States Patent and Trademark Office and has capitalized $58,000 of costs associated with applying for this patent. In addition, the Company's policy is to capitalize legal and other costs incurred in the defense of the Company's patents when it is believed that the future economic benefit of the patent will be maintained or increased and a successful defense is probable. In this regard, the Company has capitalized legal and other costs in the amount of $990,000 associated with its defense of the BreathableBaby complaint into its own patent for CCIP's mesh crib liner. The Company is amortizing the patent application costs and litigation costs associated with CCIP's mesh crib liner over the expected life of the patent. A different outcome of the BreathableBaby litigation could result in an impairment charge of up to the $1.0 million carrying value of the patent associated with CCIP's mesh crib liner.

In addition to the foregoing civil complaint, the Company is, from time to time, involved in various other legal and regulatory proceedings relating to claims arising in the ordinary course of its business. Neither the Company nor any of its subsidiaries is a party to any such proceeding the outcome of which, individually or in the aggregate, is expected to have a material adverse effect on the Company's financial condition, results of operations or cash flows.

Note 8 – Subsequent Events

The Company has evaluated events which have occurred between December 29, 2013 and the date that the accompanying condensed consolidated financial statements were issued, and has determined that there are no material subsequent events that require disclosure.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The Company operates indirectly through its wholly-owned subsidiaries, CCIP and Hamco, Inc., in the infant, toddler and juvenile products segment within the consumer products industry. The infant and toddler products segment consists of infant and toddler bedding and blankets, bibs, soft bath products, disposable products and accessories. Sales of the Company's products are generally made directly to retailers, which are primarily mass merchants, mid-tier retailers, juvenile specialty stores, value channel stores, grocery and drug stores, restaurants, internet accounts and wholesale clubs. The Company's products are manufactured primarily in Asia and marketed under a variety of Company-owned trademarks, under trademarks licensed from others and as private label products.

The Company's products are marketed through a national sales force consisting of salaried sales executives and employees located in Compton, California; Gonzales, Louisiana; and Rogers, Arkansas. Products are also marketed by independent commissioned sales representatives located throughout the United States. Sales outside the United States are made primarily through distributors.

The Company's products are produced by foreign and domestic manufacturers, with the largest concentration being in China. The Company makes sourcing decisions on the basis of quality, timeliness of delivery and price, including the impact of ocean freight and duties. The Company maintains a foreign representative office in Shanghai, China for the coordination of production, purchases and shipments, seeking out new vendors and overseeing inspections for social compliance and quality.

The infant, toddler and juvenile consumer products industry is highly competitive. The Company competes with a variety of distributors and manufacturers (both branded and private label), including large infant and juvenile product companies and specialty infant and juvenile product manufacturers, on the basis of quality, design, price, brand name recognition, service and packaging. The Company's ability to compete depends principally on styling, price, service to the retailer and continued high regard for the Company's products and trade names.

The Company's product designs are both created internally and obtained from numerous additional sources, including independent artists, decorative fabric manufacturers and apparel designers. Ideas for product design creations are drawn from various sources and are reviewed and modified by the design staff to ensure consistency within the Company's existing product offerings and the themes and images associated with such existing products. In order to respond effectively to changing consumer preferences, the Company's designers and stylists attempt to stay abreast of emerging lifestyle trends in color, fashion and design.

The following discussion is a summary of certain factors that management considers important in reviewing the Company's results of operations, financial position, liquidity and capital resources. This discussion should be read in conjunction with the accompanying condensed consolidated financial statements and related notes included elsewhere in this report.

RESULTS OF OPERATIONS

The following table contains results of operations for the three and nine-month periods ended December 29, 2013 and December 30, 2012 and the dollar and percentage changes for those periods (in thousands, except percentages):

	Three-Month Periods Ended				**Nine-Month Periods Ended**			
	December 29, 2013	**December 30, 2012**	**Change**	**Change**	**December 29, 2013**	**December 30, 2012**	**Change**	**Change**
Net sales by category								
Bedding, blankets and accessories	$ 15,303	$ 14,374	$ 929	6.5%	$ 41,647	$ 38,967	$ 2,680	6.9%
Bibs, bath and disposable products	5,316	5,696	(380)	-6.7%	15,636	15,838	(202)	-1.3%
Total net sales	20,619	20,070	549	2.7%	57,283	54,805	2,478	4.5%
Cost of products sold	14,665	14,788	(123)	-0.8%	41,108	41,184	(76)	-0.2%
Gross profit	5,954	5,282	672	12.7%	16,175	13,621	2,554	18.8%
% of net sales	*28.9%*	*26.3%*			*28.2%*	*24.9%*		
Marketing and administrative expenses	3,095	2,779	316	11.4%	10,147	8,538	1,609	18.8%
% of net sales	*15.0%*	*13.8%*			*17.7%*	*15.6%*		
Interest expense	8	17	(9)	-52.9%	38	54	(16)	-29.6%
Other income	18	45	(27)	-60.0%	16	77	(61)	-79.2%
Income tax expense	1,090	927	163	17.6%	2,263	1,850	413	22.3%
Net income	1,779	1,604	175	10.9%	3,743	3,256	487	15.0%
% of net sales	*8.6%*	*8.0%*			*6.5%*	*5.9%*		

Net Sales: Sales of $20.6 million were higher for the three-month period ended December 29, 2013 compared with the same period in the prior year, having increased 2.7%, or $549,000. For the nine-month period ended December 29, 2013, sales of $57.3 million were higher compared with the same period in the prior year, having increased 4.5%, or $2.5 million. Increases in sales were largely driven by three new programs that were introduced during the second quarter of the current year.

Gross Profit: Gross profit increased in amount by $672,000, and as a percentage of net sales, from 26.3% to 28.9%, for the three-month period of fiscal year 2014 compared with the same period of fiscal year 2013. For the nine-month period of fiscal year 2014, gross profit increased in amount by $2.6 million, and as a percentage of net sales, from 24.9% to 28.2% compared with the same period of fiscal year 2013. Gross margin increased in amount primarily as a result of the increased level of sales, and the gross margin percentage increased as a result of a more favorable customer and product mix in the current year compared with the prior year. The higher level of sales in the current year also provided better coverage of the fixed portion of the Company's cost of sales than in the prior year. Finally, the Company in the current year experienced a decline of $74,000 and $223,000 for the three and nine-month periods, respectively, in costs associated with the Company's rental of an auxiliary warehouse and distribution center, which the Company vacated and sublet late in fiscal year 2013.

Marketing and Administrative Expenses: Marketing and administrative expenses for the both the three and nine-month periods ended December 29, 2013 increased in amount and as a percentage of net sales as compared with the same periods of fiscal year 2013 primarily due to increases in the Company's performance-based compensation costs. The Company also in the current year experienced increased legal fees, primarily associated with the Company's defense of two lawsuits.

Interest Expense and Income: The Company experienced slight variations in interest expense and income for the three and nine months ended December 29, 2013 as compared with the same period in fiscal year 2013.

Income Tax Expense: The Company's provision for income taxes is based upon an estimated annual effective tax rate of 37.7% for fiscal year 2014, compared with 36.2% for fiscal year 2013. The increase in the estimated annual effective tax rate in the current year is related to a decrease in the current year in the amount of certain costs which are deductible for tax purposes but not for book purposes, as well as a decrease in projected state Enterprise Zone wage credits. Although the Company does not anticipate a material change to the effective tax rate for the balance of fiscal year 2014, several factors could impact the rate, including variations from the Company's estimates of the amount and source of its pre-tax income, the amount of certain expenses that are not deductible for tax purposes and the amount of certain tax credits.

Inflation: The Company has traditionally attempted to increase its prices to offset inflationary increases in its raw materials and other costs, but there is no assurance that the Company will be successful in the future in implementing such price increases or in effecting such price increases in a manner that will provide a timely match to the cost increases.

FINANCIAL POSITION, LIQUIDITY AND CAPITAL RESOURCES

There was a decrease in net cash provided by operating activities, from $8.6 million to $6.0 million, for the nine months ended December 29, 2013 compared with the nine months ended December 30, 2012. The Company experienced in the current year a higher increase in inventories, offset by a higher decrease in accounts receivable.

Net cash used in investing activities was $80,000 in the current year compared with $611,000 in the prior year. Investing activities in the prior year were primarily related to the capitalized costs of internally-developed intangible assets.

Net cash used in financing activities in the current year was $2.4 million as compared with $7.9 million in the prior year. The current year decrease was primarily due to lower payments for dividends.

From December 30, 2012 to December 29, 2013, the Company's cash balances increased by $3.5 million, primarily due to the Company's cash flow from operations, offset by the payment of dividends. At December 29, 2013, there was no balance owed on the revolving line of credit, there was no letter of credit outstanding and the Company had $23.6 million available under the revolving line of credit based on its eligible accounts receivable and inventory balances.

The Company's future performance is, to a certain extent, subject to general economic, financial, competitive, legislative, regulatory and other factors beyond its control. Based upon the current level of operations, the Company believes that its cash balance, its cash flow from operations and its availability from the revolving line of credit will be adequate to meet its liquidity needs.

To reduce its exposure to credit losses and to enhance the predictability of its cash flow, the Company assigns the majority of its trade accounts receivable to CIT under factoring agreements. Under the terms of the factoring agreements, CIT remits customer payments to the Company as such payments are received by CIT and bears credit losses with respect to assigned accounts receivable from approved customers that are within approved credit limits, while the Company bears the responsibility for adjustments from customers related to returns, allowances, claims and discounts. CIT may at any time terminate or limit its approval of shipments to a particular customer. If such a termination were to occur, the Company must either assume the credit risk for shipments after the date of such termination or limitation or cease shipments to such customer. Factoring fees, which are included in other marketing and administrative expenses in the accompanying condensed consolidated statements of income, were $134,000 and $121,000 for the three-month periods ended December 29, 2013 and December 30, 2012, respectively, and $331,000 and $313,000 for the nine-month periods ended December 29, 2013 and December 30, 2012, respectively. There were no advances from the factor at either December 29, 2013 or March 31, 2013.

FORWARD-LOOKING INFORMATION

This report contains forward-looking statements within the meaning of the Securities Act of 1933, the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. Such statements are based upon management's current expectations, projections, estimates and assumptions. Words such as "expects," "believes," "anticipates" and variations of such words and similar expressions identify such forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties that may cause future results to differ materially from those suggested by the forward-looking statements. These risks include, among others, general economic conditions, including changes in interest rates, in the overall level of consumer spending and in the price of oil, cotton and other raw materials used in the Company's products, changing competition, changes in the retail environment, the level and pricing of future orders from the Company's customers, the Company's dependence upon third-party suppliers, including some located in foreign countries with unstable political situations, the Company's ability to successfully implement new information technologies, customer acceptance of both new designs and newly-introduced product lines, actions of competitors that may impact the Company's business, disruptions to transportation systems or shipping lanes used by the Company or its suppliers, and the Company's dependence upon licenses from third parties. Reference is also made to the Company's periodic filings with the SEC for additional factors that may impact the Company's results of operations and financial condition. The Company does not undertake to update the forward-looking statements contained herein to conform to actual results or changes in the Company's expectations, whether as a result of new information, future events or otherwise.

ITEM 4. CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of the end of the period covered by this report, as required by paragraph (b) of Rules 13a-15 or 15d-15 of the Exchange Act. Based on such evaluation, such officers have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures are effective.

During the three-month period ended December 29, 2013, there was not any change in the Company's internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rules 13a-15 or 15d-15 of the Exchange Act that has materially affected, or is reasonably likely to materially affect, the Company's control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

For information on the Company's pending legal proceedings, as well as information regarding legal proceedings which have been terminated during the current fiscal year, refer to Item 3 of Part I of the Company's annual report on Form 10-K for the fiscal year ended March 31, 2013 and Item 1 of Part II of the Company's quarterly reports on Form 10-Q for the fiscal quarters ended June 30, 2013 and September 29, 2013. In addition to the legal proceedings referenced in the foregoing annual and quarterly reports, the Company is, from time to time, involved in various other legal and regulatory proceedings relating to claims arising in the ordinary course of its business. Neither the Company nor any of its subsidiaries is a party to any such proceeding the outcome of which, individually or in the aggregate, is expected to have a material adverse effect on the Company's financial condition, results of operations or cash flows.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors disclosed in Item 1A. of Part 1 of the Company's annual report on Form 10-K for the year ended March 31, 2013.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(c) Issuer Purchases of Equity Securities.

The table below sets forth information regarding the Company's repurchase of its outstanding common stock during the three-month period ended September 29, 2013.

Period	Total Number of Shares Purchased (1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet be Purchased Under the Plans or Programs
September 30, 2013 through November 3, 2013	8,028	$ 7.43	0	$ 0
November 4, 2013 through December 1, 2013	6,234	$ 7.53	0	$ 0
December 2, 2013 through December 29, 2013	0	$ 0	0	$ 0
Total	14,262	$ 7.47	0	$ 0

(1) The shares purchased from September 30, 2013 through December 29, 2013 consist of shares of common stock surrendered to the Company in payment of the exercise price and income tax withholding obligations related to the exercise of stock options, and the income tax withholding obligations related to the vesting of stock grants.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibits required to be filed by Item 601 of Regulation S-K are included as Exhibits to this report as follows:

Exhibit Number	Description of Exhibit
31.1	Rule 13a-14(a)/15d-14(a) Certification by the Company’s Chief Executive Officer (1)
31.2	Rule 13a-14(a)/15d-14(a) Certification by the Company’s Chief Financial Officer (1)
32.1	Section 1350 Certification by the Company’s Chief Executive Officer (1)
32.2	Section 1350 Certification by the Company’s Chief Financial Officer (1)
101	The following information from the Registrant’s Form 10-Q for the quarterly period ended December 29, 2013, formatted as interactive data files in XBRL (eXtensible Business Reporting Language): (i) Unaudited Condensed Consolidated Statements of Income; (ii) Unaudited Condensed Consolidated Balance Sheets; (iii) Unaudited Condensed Consolidated Statements of Cash Flows; and (iv) Notes to Unaudited Condensed Consolidated Financial Statements.

(1) Filed herewith.

SIGNATURE

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.

CROWN CRAFTS, INC.

Date: February 12, 2014

/s/ Olivia W. Elliott
OLIVIA W. ELLIOTT
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Index to Exhibits

Exhibit Number	Description of Exhibit
31.1	Rule 13a-14(a)/15d-14(a) Certification by the Company’s Chief Executive Officer (1)
31.2	Rule 13a-14(a)/15d-14(a) Certification by the Company’s Chief Financial Officer (1)
32.1	Section 1350 Certification by the Company’s Chief Executive Officer (1)
32.2	Section 1350 Certification by the Company’s Chief Financial Officer (1)
101	The following information from the Registrant’s Form 10-Q for the quarterly period ended December 29, 2013, formatted as interactive data files in XBRL (eXtensible Business Reporting Language): (i) Unaudited Condensed Consolidated Statements of Income; (ii) Unaudited Condensed Consolidated Balance Sheets; (iii) Unaudited Condensed Consolidated Statements of Cash Flows; and (iv) Notes to Unaudited Condensed Consolidated Financial Statements.

(1) Filed herewith.

Exhibit 31.1

CERTIFICATION

I, E. Randall Chestnut, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Crown Crafts, Inc. for the period ended December 29, 2013;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 12, 2014

/s/ E. Randall Chestnut

E. Randall Chestnut, Chairman of the Board,
President & Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Olivia W. Elliott, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Crown Crafts, Inc. for the period ended December 29, 2013;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 12, 2014

/s/ Olivia W. Elliott

Olivia W. Elliott
Vice President & Chief Financial Officer

Exhibit 32.1

SECTION 1350 CERTIFICATION

I, E. Randall Chestnut, Chairman of the Board, President and Chief Executive Officer of Crown Crafts, Inc. (the “Company”), do hereby certify, in accordance with 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Quarterly Report on Form 10-Q of the Company for the period ending December 29, 2013 (the “Periodic Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 12, 2014

/s/ E. Randall Chestnut

E. Randall Chestnut, Chairman of the Board,
President & Chief Executive Officer

Exhibit 32.2

SECTION 1350 CERTIFICATION

I, Olivia W. Elliott, Vice President and Chief Financial Officer of Crown Crafts, Inc. (the "Company"), do hereby certify, in accordance with 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Quarterly Report on Form 10-Q of the Company for the period ending December 29, 2013 (the "Periodic Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 12, 2014

/s/ Olivia W. Elliott

Olivia W. Elliott, Vice President and
Chief Financial Officer