

K2 INC
Form 3/A
April 10, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Martin Mark		(Month/Day/Year)	K2 INC [KTO]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	
5818 EI CAMINO REAL			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
CARLSBAD, Â CA Â 92008			5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)	02/09/2005	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	11,069	D ⁽¹⁾	Â
Common Stock	9,708	I ⁽¹⁾	Martin-Hagemeister Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Martin Mark 5818 EI CAMINO REAL CARLSBAD, CA 92008	^	^	^ President of Marmot Mountain	^

Signatures

Mark A. Rosebrock for Mark Martin	04/10/2006
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Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Reporting Person acquired these shares as consideration in the Issuer's acquisition of Marmot Mountain, Ltd. The merger agreement entered into on June 2, 2004 placed a value on the Issuer's common stock of \$15.019 per share. 3,709 of the 11,069 shares directly held by the Reporting Person and 522 of the 9,708 shares indirectly held by the Reporting Person through a trust are being held in escrow and are subject to forfeiture during the escrow period to satisfy claims arising out of Marmot Mountain Ltd.'s breach of representations and warranties or covenants in the merger agreement.

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Remarks:

This Form 3 is being amended to include shares beneficially owned by the Reporting Person that

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.