

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2006-05-08** | Period of Report: **2006-02-13**
SEC Accession No. **0001013594-06-000284**

(HTML Version on secdatabase.com)

ISSUER

EVERLAST WORLDWIDE INC

CIK: **934795** | IRS No.: **133672716** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **2330** Women's, misses', and juniors outerwear

Mailing Address
1350 BROADWAY
FL 23
NEW YORK NY 10018

Business Address
1350 BROADWAY
FLOOR 23
NEW YORK NY 10018
2122390990

REPORTING OWNER

BURLINGAME EQUITY INVESTORS II L P

CIK: **1345184**
Type: **3** | Act: **34** | File No.: **000-25918** | Film No.: **06818107**

Mailing Address
ONE SANSOME ST
SUITE 2900
SAN FRANCISCO CA 94104

Business Address
ONE SANSOME ST
SUITE 2900
SAN FRANCISCO CA 94104
415-835-3850

BURLINGAME EQUITY INVESTORS LP

CIK: **1263421**
Type: **3** | Act: **34** | File No.: **000-25918** | Film No.: **06818108**

Mailing Address
ONE SANSOME ST STE 2900
SAN FRANCISCO CA 94104

Sanford Blair

CIK: **1361969**
Type: **3** | Act: **34** | File No.: **000-25918** | Film No.: **06818109**

Mailing Address
ONE SANSOME STREET,
SUITE 2900
SAN FRANCISCO CA 94104

Business Address
(415) 835-3850

Burlingame Asset Management, LLC

CIK: **1353743** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **000-25918** | Film No.: **06818110**

Mailing Address
1 SANSOME STREET
SUITE 2900
SAN FRANCISCO CA 94104

Business Address
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SAN FRANCISCO CA 94104
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**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person <u>Burlingame Asset Management, LLC</u> (Last) (First) (Middle) 1 SANSOME STREET, SUITE 2900 (Street) SAN FRANCISCO, CA 94104 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/13/2006	3. Issuer Name and Ticker or Trading Symbol <u>EVERLAST WORLDWIDE INC [EVST]</u>		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ <input checked="" type="checkbox"/> 10% Owner ___ Officer (give title below) ___ Other (specify below)		5. If Amendment, Date Original Filed (Month/Day/Year)
				6. Individual or Joint/Group Filing (Check applicable line) ___ Form Filed by One Reporting Person ___ <input checked="" 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	219,395	I	See (1) (4)
Common Stock	27,797	I	See (2) (4)
Common Stock	90,866	I	See (3) (4)

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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<u>Burlingame Asset Management, LLC</u> 1 SANSOME STREET SUITE 2900 SAN FRANCISCO, CA 94104		X		

Sanford Blair ONE SANSOME STREET, SUITE 2900 SAN FRANCISCO, CA 94104		X		
BURLINGAME EQUITY INVESTORS LP ONE SANSOME ST STE 2900 SAN FRANCISCO, CA 94104		X		
BURLINGAME EQUITY INVESTORS ILLP ONE SANSOME ST SUITE 2900 SAN FRANCISCO, CA 94104		X		

Explanation of Responses:

1. Represents 219,395 shares of common stock owned directly by Burlingame Equity Investors, LP ("Domestic Fund"), a Delaware limited partnership.
2. Represents 27,797 shares of common stock owned directly by Burlingame Equity Investors II, LP ("Domestic Fund II"), a Delaware limited partnership.
3. Represents 90,866 shares of common stock owned directly by Burlingame Equity Investors (Offshore) Ltd. ("Offshore Fund"), a Cayman Islands exempted company.
4. Burlingame Asset Management, LLC ("BAM"), a Delaware limited liability company, is the general partner of each of the Domestic Fund and Domestic Fund II, and the investment manager of the Offshore Fund. BAM, in its capacity as general partner and investment manager, respectively, of the Domestic Fund, Domestic Fund II, and the Offshore Fund is deemed to indirectly own the shares of common stock owned by the Domestic Fund, Domestic Fund II and the Offshore Fund. Blair E. Sanford, as the controlling person of BAM, may be deemed to indirectly own the shares of common stock owned by BAM. Pursuant to Rule 16a-1(4) promulgated under the Securities Exchange Act of 1934, as amended, each of BAM, Domestic Fund, Domestic Fund II, Offshore Fund and Mr. Sanford herein states that the filing of this Form 3 and the statements made herein shall not be deemed an admission that he or it is the beneficial owner of any of the securities covered by this Form.

Signatures

Burlingame Asset Management, LLC by Blair E. Sanford, Managing Member

** Signature of Reporting Person

05/08/2006

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Joint Filer Information

Title of Security: Common Stock

Issuer & Ticker Symbol: Everlast Worldwide, Inc. (EVST)

Designated Filer: Burlingame Asset Management, LLC

Other Joint Filers: Burlingame Equity Investors, LP (“Domestic Fund”)
Burlingame Equity Investors II, LP (“Domestic Fund II”)
Burlingame Equity Investors (Offshore) Ltd. (“Offshore Fund”)
Blair E. Sanford

Addresses: The principal business address for each of BAM, Domestic Fund, Domestic Fund II and Mr. Sanford is One Sansome Street, Suite 2900, San Francisco, California 94104.

The principal business address of the Offshore Fund is c/o Appleby Corporate Services (Cayman) Limited, Clifton House, 75 Fort Street, P.O. Box 1350 GT, George Town, Grand Cayman, Cayman Islands.

Signatures:

Dated: May 8, 2006

BURLINGAME EQUITY PARTNERS, LP

By: Burlingame Asset Management, LLC, as general partner

By: /s/ Blair E. Sanford

Blair E. Sanford, Managing Member

BURLINGAME EQUITY PARTNERS II, LP

By: Burlingame Asset Management, LLC, as general partner

By: /s/ Blair E. Sanford

Blair E. Sanford, Managing Member

BURLINGAME EQUITY INVESTORS (OFFSHORE) LTD.

By: /s/ Blair E. Sanford

Blair E. Sanford, Director

/s/ Blair E. Sanford
Blair E. Sanford