

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

FORM 8-K

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

Date of Report (Date of earliest event reported): August 12, 2009

Delta Apparel, Inc.  
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(Exact Name of Registrant as Specified in Its Charter)

Georgia  
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(State or Other Jurisdiction  
of Incorporation)

1-15583  
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(Commission File Number)

58-2508794  
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(IRS Employer Identification No.)

322 S. Main Street, Greenville, South Carolina  
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(Address of Principal Executive Offices)

29601  
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(Zip Code)

(864) 232-5200  
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(Registrant's telephone number  
including area code)

Not Applicable  
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(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 (see General Instruction A.2. below)

- 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))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) On August 12, 2009, the Board of Directors of Delta Apparel, Inc. (the "Corporation") adopted amendments to the Corporation's Bylaws. The following is a summary of the principal changes effected by the amendments:

- o The Bylaws were revised to permit the holders of a majority of outstanding shares and the Board of Directors to call a special shareholder meeting.
- o The Bylaws were amended to clarify that departed directors and officers receive the benefit of the Bylaws' indemnification and expense advancement provisions.
- o Other amendments to the Bylaws were adopted which were either

corrective in nature or were conforming changes.

For the effective dates of the amendments, see Exhibit 3 to this Report, which is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3. Amendments to Bylaws, adopted August 12, 2009.

#### 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.

DELTA APPAREL, INC.

Date: August 14, 2009

/s/ Deborah H. Merrill

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Deborah H. Merrill  
Vice President, Chief Financial Officer  
and Treasurer

#### EXHIBITS

3. Amendments to Bylaws, adopted August 12, 2009.

DELTA APPAREL, INC.  
BOARD OF DIRECTORS  
RESOLUTIONS RESPECTING AMENDMENTS TO BYLAWS

The Board of Directors (the "Board") of Delta Apparel, Inc., a Georgia corporation (the "Corporation"), does hereby adopt the following resolutions of the Board:

WHEREAS, the Board believes that it is in the best interest of the Corporation and its shareholders to amend the Corporation's bylaws (the "Bylaws") to more closely align the shareholder special meeting provisions to the requirements of the Georgia Business Corporation Code, to clarify the indemnification provisions as respects departed directors and officers and to make certain other corrective and conforming changes;

NOW, THEREFORE, the Board hereby resolves as follows:

1. Section 2.2 of the Bylaws is amended to read in full as follows:

"2.2 Special Meetings. Special meetings of the shareholders may be called at any time by the Board of Directors, by the Chairman of the Board of Directors, by the President, by a committee of the Board of Directors that has been duly designated by the Board of Directors and the powers and authority of which, as provided in a resolution of the Board of Directors or in these Bylaws, include the power to call such meetings, and by the holders of a majority of shares outstanding and entitled to vote at such meeting; and special meetings of shareholders may not be called by any other person or persons. Any special meeting of the shareholders shall be held on such date and at such time and place (within or outside the State of Georgia) as shall be set forth in the notice thereof. Only such business shall be conducted at a special shareholder meeting as shall have been brought before such meeting pursuant to the Corporation's notice of meeting given in accordance with Section 2.3."

2. The second sentence of Section 3.2 of the Bylaws is amended to read in full as follows: "Except as provided in Section 3.5, the Directors shall be elected as provided in Section 2.5."

3. Section 2.13(f) of the Bylaws is amended to read in full as follows:

"(f) such other information as the Corporation may reasonably request."

4. Section 8.1(d) of the Bylaws is amended to read in full as follows:

"(d) The right to indemnification and advancement of expenses provided by or granted pursuant to this Section 8.1 shall vest (or be deemed to vest) at the time that a person becomes (or became) a director or officer of the Corporation, shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person. Such indemnification and advancement of expenses provided by or granted pursuant to this Section 8.1 shall be a contractual right of the Corporation's current and former directors and officers."

5. Section 8.1(b) of the Bylaws is amended to read in full as follows:

"(b) The Corporation may purchase and maintain insurance on behalf of those persons for whom it is entitled to purchase and maintain insurance against any liability asserted against such persons and incurred by such persons in any of the capacities specified in or arising out of such persons' status as described in Section 14-2-858 of the Code (or any successor provision), whether or not the Corporation would have the power to indemnify such persons against such liability under the laws of the State of Georgia."

6. The Corporation shall perform all such acts as shall be necessary or advisable in order to accomplish the purposes of these resolutions.

7. Each officer of the Corporation is authorized, on behalf of the Corporation, to perform all such acts and to execute, deliver and/or file with any governmental agency or other entity all such instruments, agreements and other documents as such officer may deem necessary or desirable in order to carry into effect the intent and purposes of these resolutions.

8. The Secretary or any Assistant Secretary of the Corporation is authorized to make such corrective or minor modifications or additions to the foregoing resolutions as shall be deemed necessary or appropriate, so long as the resolutions, as so modified or supplemented, effect the intent and purposes of these resolutions.

9. Section 2 of these resolutions shall be effective as of August 17, 2006. Sections 3 and 5 of these resolutions shall be effective as of December 10, 1999. All other provisions of these resolutions shall be effective as of the date of adoption of these resolutions.

Adopted on August 12, 2009.