
**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 16, 2005

BIG 5 SPORTING GOODS CORPORATION

(Exact name of registrant as specified in charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-49850
(Commission File Number)

95-4388794
(IRS Employer
Identification No.)

2525 East El Segundo Boulevard,
El Segundo California
(Address of principal executive offices)

90245
(Zip Code)

Registrant's telephone number, including area code: (310) 536-0611

N/A
(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):

- 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 1.01. Entry into a Material Definitive Agreement.

On August 16, 2005, Big 5 Corp. (the "Company"), a wholly-owned subsidiary of Big 5 Sporting Goods Corporation ("Parent"), and Barry D. Emerson entered into an employment offer letter (the "Offer Letter"). The Offer Letter sets forth the terms of Mr. Emerson's employment with the Company, Parent and Big 5 Services Corp., a wholly-owned subsidiary of the Company ("Big 5 Services", and together with the Company and Parent, the "Big 5 Companies"). Beginning on or before September 12, 2005, Mr. Emerson will commence employment as Senior Vice President of each of the Big 5 Companies, and upon the completion of the filings of Parent's annual report on Form 10-K for the 2004 fiscal year and quarterly reports on Form 10-Q for the first and second quarters of fiscal 2005, he will also be appointed Chief Financial Officer and Treasurer of each of the Big 5 Companies. Mr. Emerson will receive a starting annual base salary of \$275,000 and a starting annual bonus of \$125,000, to be paid in the first quarter of 2006 and prorated based upon the period of employment during the 2005 fiscal year. On the first day of his employment, Mr. Emerson will receive a stock option grant to acquire 50,000 shares of Parent's common stock, which will vest 25% per year over four years and will have a term of ten years. In addition, Mr. Emerson will receive specified perquisites, and be eligible for future stock option grants, comparable to those provided to other senior vice presidents of the Company.

The Company will enter into a mutually-acceptable severance agreement with Mr. Emerson setting forth the terms of his "at will" employment. If the Company terminates Mr. Emerson's employment other than for "cause" (as defined), Mr. Emerson will receive a severance package which will include one year's base salary and one year's health coverage for Mr. Emerson and his family.

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On August 16, 2005, Barry D. Emerson accepted an offer of employment to serve as Senior Vice President of the Big 5 Companies commencing on or before September 12, 2005, and upon the completion of the filing of Parent's annual report on Form 10-K for the 2004 fiscal year and quarterly reports on Form 10-Q for the first and second quarters of fiscal 2005, as Senior Vice President, Chief Financial Officer and Treasurer of the Big 5 Companies. Prior to his employment with the Big 5 Companies, Mr. Emerson, 47, was employed by U. S. Auto Parts Network, Inc., an ecommerce distributor of aftermarket auto parts in the United States, where he served as Vice President, Treasurer and Chief Financial Officer during 2005. Prior to that, Mr. Emerson served as Vice President, Treasurer and Chief Financial Officer of Elite Information Group, Inc., a software product and services company, from 1999 through 2004. Mr. Emerson, a Certified Public Accountant in California, earned an MBA from the Anderson Graduate School of Management at the University of California, Los Angeles and a B.S. in accounting from California State University, Long Beach.

Except as set forth in the Offer Letter, there are no arrangements or understandings between Mr. Emerson and any other person(s) pursuant to which he was selected as an officer. In addition, there are no family relationships between Mr. Emerson and any other director or executive officer of the Company.

As set forth in Item 1.01, the Company and Mr. Emerson entered into the Offer Letter on August 16, 2005. The terms of the Offer Letter are described in Item 1.01 of this report and are incorporated into this Item 5.02 by this reference.

Big 5 Sporting Goods Corporation issued a press release on August 22, 2005 regarding its employment of Mr. Emerson. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated August 22, 2005, issued by Big 5 Sporting Goods Corporation.

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.

BIG 5 SPORTING GOODS CORPORATION
(Registrant)

Date: August 22, 2005

/s/ STEVEN G. MILLER
Steven G. Miller
President and Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated August 22, 2005, issued by Big 5 Sporting Goods Corporation.



Contact:

John Mills
Integrated Corporate Relations, Inc.
(310) 395-2215

BIG 5 SPORTING GOODS CORPORATION HIRES BARRY D. EMERSON TO BE CHIEF FINANCIAL OFFICER

EL SEGUNDO, Calif., — August 22, 2005 — Big 5 Sporting Goods Corporation (NASDAQ: BGFVE), a leading sporting goods retailer, today announced the hiring of Barry D. Emerson to be the Company's new Senior Vice President, Chief Financial Officer and Treasurer. He is expected to begin employment with the Company during early September.

Mr. Emerson has over 20 years of accounting and financial management experience, including Chief Financial Officer positions with U.S. Auto Parts Network, a leading Internet direct marketer of automotive replacement parts and accessories, and Elite Information Group, a premiere software developer which traded on the Nasdaq National Market before being acquired. Mr. Emerson also was employed by Wyle Electronics for 15 years, where he served as Vice President and Corporate Controller. Wyle Electronics, an electronics distribution company with \$1.7 billion in revenue, traded on the New York Stock Exchange before being acquired. Mr. Emerson began his career as an auditor with Arthur Andersen LLP.

Mr. Emerson is a Certified Public Accountant and has an MBA degree in finance from UCLA and an undergraduate degree in accounting from California State University, Long Beach.

"We are pleased to announce the hiring of Barry Emerson. When we began our search for a new Chief Financial Officer, we wanted someone who would strengthen our finance and accounting department by bringing an extensive background in GAAP and SEC financial reporting," stated Steven G. Miller, the Company's Chairman, President and Chief Executive Officer. "Mr. Emerson possesses these skills as well as the ability to ensure that our company will have the proper internal controls in place to support our long-term growth and expansion plans."

"I am very excited to be joining one of the nation's leading sporting goods retailers," Mr. Emerson added. "I look forward to working with Big 5's executive team and accounting department."

As previously announced, Charles P. Kirk, the Company's former Chief Financial Officer and Treasurer, will remain a Senior Vice President and a member of the Company's senior management team.

Work on the review and associated audit of the Company's Annual Report on Form 10-K for fiscal 2004 has been substantially completed. The Company expects that the review and audit will be completed and the Form 10-K will be filed shortly. The Company also expects that the review of its Quarterly Reports on Form 10-Q for the first quarter and second quarter of fiscal 2005 will be completed, and that those reports will be filed, soon after the Form 10-K is filed. Mr. Emerson is expected to become the Company's Senior Vice President, Chief Financial Officer and Treasurer upon the Company's filing of its Annual Report on Form 10-K for fiscal 2004 and Quarterly Reports on Form 10-Q for the first quarter and second quarter of fiscal 2005. Pending those filings, Mr. Emerson will serve as a Senior Vice President with the Company.

About Big 5 Sporting Goods Corporation

Big 5 is a leading sporting goods retailer in the United States, operating 311 stores in 10 states under the "Big 5 Sporting Goods" name. Big 5 provides a full-line product offering in a traditional sporting goods store format that averages 11,000 square feet. Big 5's product mix includes athletic shoes, apparel and accessories, as well as a broad selection of outdoor and athletic equipment for team sports, fitness, camping, hunting, fishing, tennis, golf, snowboarding and in-line skating.

Except for historical information contained herein, the statements in this release are forward-looking and made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve known and unknown risks and uncertainties, which may cause Big 5's actual results in future periods to differ materially from forecasted results. Those risks and uncertainties include, among other things, the competitive environment in the sporting goods industry in general and in Big 5's specific market areas, inflation, product availability and growth opportunities, seasonal fluctuations, weather conditions, changes in costs of goods, changes in interest rates and economic conditions in general. Those and other risks are more fully described in Big 5's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K/A filed on October 25, 2004 and its Quarterly Report on Form 10-Q for the quarter ended September 26, 2004. Big 5 disclaims any obligation to update any such factors or to publicly announce results of any revisions to any of the forward-looking statements contained herein to reflect future events or developments.