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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**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): May 25, 2005

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**BIG 5 SPORTING GOODS CORPORATION**

(Exact name of registrant as specified in charter)

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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))
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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On May 25, 2005, the Company received a notice of a determination by Nasdaq's Listing Qualifications Staff that it fails to comply with Nasdaq listing standards set forth in Nasdaq Marketplace Rule 4310(c)(14) due to the delayed filing of its Quarterly Report on Form 10-Q for the fiscal quarter ending April 3, 2005. The Staff informed the Company that such additional delinquency was considered at the May 19, 2005 oral hearing before the NASDAQ Listing Qualifications Panel (the "Panel"). The Company had previously requested such hearing in connection with the receipt of a delisting notice with respect to the delayed filing of the Company's Annual Report on Form 10-K for the fiscal year ended January 2, 2005. The Company filed a Form 12b-25 with the Securities and Exchange Commission on May 16, 2005 to report that it was unable to file its fiscal 2005 first quarter Quarterly Report on Form 10-Q by the May 13, 2005 deadline.

As previously announced, the Company is working diligently to complete the review process in connection with its previously-announced restatements so that the Company's fiscal 2004 financial statements and the associated audit by KPMG LLP, the Company's independent registered public accounting firm, may be completed in order to permit the filing of the Company's Annual Report on Form 10-K for fiscal 2004 as quickly as possible and the filing of its Quarterly Report on Form 10-Q for the fiscal 2005 first quarter promptly thereafter. The Company announced preliminary results for the fiscal 2005 first quarter on May 4, 2005.

As a result of the Company's noncompliance with these NASDAQ requirements for continued listing, the Company's common stock is subject to delisting from the NASDAQ National Market. On May 19, 2005, the Company participated in an oral hearing before the Panel to appeal the delisting of its common stock. The Company requested that the Panel grant it an extension of time to finish such review and audit and to make the filings. There can be no assurance, however, that the Panel will grant the Company's request. The Company's common stock will remain listed on the NASDAQ National Market pending the outcome of the appeal under the symbol BGFVE.

The Company issued a press release on June 1, 2005 regarding these matters. 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 June 1, 2005, issued by Big 5 Sporting Goods Corporation.

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## 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: June 1, 2005

/s/ Charles P. Kirk  
Charles P. Kirk  
Senior Vice President and Chief Financial Officer



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Contacts:

Big 5 Sporting Goods Corporation  
Charles Kirk  
Sr. Vice President and Chief Financial Officer  
(310) 536-0611

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

#### **BIG 5 SPORTING GOODS CORPORATION REPORTS ON NASDAQ LISTING STATUS**

**El Segundo, CA – June 1, 2005** – Big 5 Sporting Goods Corporation (Nasdaq: BGFVE), a leading sporting goods retailer, reported today that it received a notice on May 25, 2005 of a determination by Nasdaq's Listing Qualifications Staff that it fails to comply with Nasdaq listing standards set forth in Nasdaq Marketplace Rule 4310(c)(14) due to the delayed filing of its Quarterly Report on Form 10-Q for the fiscal quarter ended April 3, 2005 with the Securities and Exchange Commission (the "SEC") and that this deficiency is an additional basis for delisting its securities from the Nasdaq National Market. The Company filed a Form 12b-25 with the SEC on May 16, 2005 to report that it was unable to file its fiscal 2005 first quarter Quarterly Report on Form 10-Q by the May 13, 2005 deadline.

The Company had previously reported that it received a notice of a determination by Nasdaq's Listing Qualifications Staff that it fails to comply with Nasdaq listing standards set forth in Nasdaq Marketplace Rule 4310(c)(14) due to the delayed filing of its Annual Report on Form 10-K for the fiscal year ended January 2, 2005 with the SEC and that its securities were therefore subject to delisting from the Nasdaq National Market. The Company appealed the determination to the NASDAQ Listing Qualifications Panel (the "Panel"), thus staying the delisting action pending the issuance of the Panel's decision. On May 19, 2005, the Company attended a hearing before the Panel at which both the Annual Report on Form 10-K and Quarterly Report on Form 10-Q filing delinquencies were considered.

As previously announced, the Company is working diligently to complete the review process in connection with its previously-announced restatements so that the Company's fiscal 2004 financial statements and the associated audit by KPMG LLP, the Company's independent registered public accounting firm, may be completed in order to permit the filing of the Company's Annual Report on Form 10-K for fiscal 2004 as quickly as possible and the filing of its Quarterly Report on Form 10-Q for the fiscal 2005 first quarter promptly thereafter. The Company has requested that the Panel grant it an extension of time to finish such review and audit and to make the filings. There can be no assurance, however, that the Panel will grant the Company's request. The Company announced preliminary results for the fiscal 2005 first quarter on May 4, 2005.

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The Company's common stock will remain listed on the NASDAQ National Market pending the Panel's decision under the symbol BGFVE. In the event that the Panel determines not to grant the Company's request for continued listing, the Company may be delisted from the NASDAQ National Market.

### **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.*