
**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):
April 30, 2008

Cavco Industries, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-08822
(Commission File Number)

56-2405642
(IRS Employer
Identification No.)

1001 North Central Avenue, Suite 800, Phoenix, Arizona
(Address of principal executive offices)

85004
(Zip Code)

Registrant's telephone number including area code: **(602) 256-6263**

Not applicable
(Former name or former address if changed from 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:

- 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))
-
-

TABLE OF CONTENTS

Item 2.02. Results of Operations and Financial Condition

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Item 9.01. Financial Statements and Exhibits

SIGNATURES

EXHIBIT INDEX

EX-99.1 Press Release

Item 2.02. Results of Operations and Financial Condition

On May 1, 2008, Cavco Industries, Inc., a Delaware corporation (the “Corporation”), announced its financial results for its fiscal fourth quarter and fiscal year ended March 31, 2008. A copy of the Corporation’s press release announcing these financial results is attached as Exhibit 99.1 hereto and incorporated in this Item 2.02 by reference.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On April 30, 2008, Michael H. Thomas notified the Corporation of his decision not to stand for re-election to the Corporation’s Board of Directors at the annual meeting of stockholders in 2008. Mr. Thomas indicated that his decision is due to health reasons and not as a result of any disagreement with the Corporation. Mr. Thomas will continue to serve as a director of the Corporation and on the Audit and Compensation Committees until the annual meeting of stockholders, which is scheduled to be held on July 9, 2008.

Item 9.01. Financial Statements and Exhibits

Exhibit Number	Description
99.1	Press Release dated May 1, 2008

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.

CAVCO INDUSTRIES, INC.

By: /s/ Daniel L. Urness
Name: Daniel L. Urness
Title: Chief Financial Officer

Date: May 1, 2008

EXHIBIT INDEX

**Exhibit
Number**

Description

99.1

Press Release dated May 1, 2008



For additional information, contact:

Joseph Stegmayer
Chairman and CEO
Phone: 602-256-6263
joes@cavco.com

On the Internet:
www.cavco.com

FOR IMMEDIATE RELEASE

CAVCO INDUSTRIES REPORTS FOURTH QUARTER RESULTS

Net sales \$34.2 million

Net income \$1.3 million

PHOENIX - (May 1, 2008) – Cavco Industries, Inc. (NASDAQ: CVCO) today announced financial results for the fourth quarter and fiscal year 2008 ended March 31, 2008.

Net sales for the fourth quarter of fiscal 2008 totaled \$34,204,000, up 1% from \$33,812,000 for the fourth quarter of fiscal year 2007.

Net income for the fiscal 2008 fourth quarter of \$1,303,000 was 26% below the \$1,759,000 reported in the same quarter one year ago. Net income per share based on basic and diluted weighted average shares outstanding was \$0.20, versus \$0.28 and \$0.27, respectively last year.

For the fiscal year ended March 31, 2008, net sales decreased 16% to \$141,914,000 from \$169,114,000 for fiscal year 2007, and net income declined 45% to \$6,312,000 from \$11,549,000 last year. For fiscal 2008, net income per share based on basic and diluted weighted average shares outstanding was \$0.98 and \$0.95, respectively, versus \$1.81 and \$1.74, respectively for the year-earlier period.

“Our fourth quarter results were adversely impacted by continued declines in industry shipments of factory built homes, particularly in our core markets of Arizona and California. In view of the state of the housing industry and the general economy, we are proud that our people produced profitable financial results and that we achieved some success in market share improvement and expanded distribution,” stated Joseph Stegmayer, Chairman, President and Chief Executive Officer of Cavco Industries, Inc.

“Amid the uncertain U.S. economic outlook, it is not possible to predict the conditions we may face in the months ahead. We do believe, however, that the affordable housing we build should play an increasing role in serving our nation’s housing needs given the tighter credit markets and the absence of the aggressive mortgage financing of recent years that enabled a disproportionate number of buyers to consider more expensive homes,” Mr. Stegmayer continued.

“Meanwhile, Cavco’s strong financial condition provides us the flexibility to consider various ways to position ourselves for increased growth opportunities as market conditions improve. At March 31, 2008 cash and cash equivalents were \$73.6 million and we had no short or long-term debt outstanding,” Mr. Stegmayer concluded.

Cavco’s senior management will hold a conference call to review these results tomorrow, May 2, 2008, at 12:00 noon (Eastern Time). Interested parties can access a live webcast of the conference call on the Internet at www.cavco.com under the Investor Relations link, or the web site www.opencompany.info. An archive of the webcast and presentation will be available for 90 days at these website addresses.

Cavco Industries, Inc., headquartered in Phoenix, is the largest producer of manufactured homes in Arizona, based on wholesale shipments. The Company is also a leading producer of park model homes and vacation cabins in the United States.

Certain statements contained in this release are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities and Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. In general, all statements that are not historical in nature are forward-looking. Forward-looking statements are typically included, for example, in discussions regarding the manufactured housing and site-built housing industries; our financial performance and operating results; and the expected effect of certain risks and uncertainties on our business, financial condition and results of operations. All forward-looking statements are subject to risks and uncertainties, many of which are beyond our control. As a result, our actual results or performance may differ materially from anticipated results or performance. Factors that could cause such differences to occur include, but are not limited to: adverse industry conditions; general economic conditions; a write-off of all or part of our goodwill, which could adversely affect operating results and net worth; the cyclical and seasonal nature of our business; limitations on our ability to raise capital; curtailment of available financing in the manufactured housing industry; our contingent repurchase obligations related to wholesale financing; competition; our ability to maintain relationships with retailers; labor shortages; pricing and availability of raw materials and unfavorable zoning ordinances; together with all of the other risks described in our filings with the Securities and Exchange Commission. Readers are specifically referred to the Risk Factors described in Item 1A of the 2007 Form 10-K, as may be amended from time to time, which identify important risks that could cause actual results to differ from those contained in the forward-looking statements. Cavco expressly disclaims any obligation to update any forward-looking statements contained in this release, whether as a result of new information, future events or otherwise. Investors should not place any reliance on any such forward-looking statements.

(more)

CAVCO INDUSTRIES, INC.
CONSOLIDATED BALANCE SHEETS
(Dollars in thousands)

	<u>March 31,</u> 2008 (Unaudited)	<u>March 31,</u> 2007
ASSETS		
Current assets		
Cash and cash equivalents	\$ 73,610	\$ 12,976
Short-term investments	-	50,900
Restricted cash	330	339
Accounts receivable	10,093	8,107
Inventories	11,293	13,464
Prepaid expenses and other current assets	1,839	2,273
Deferred income taxes	4,033	3,930
Total current assets	<u>101,198</u>	<u>91,989</u>
Property, plant and equipment, at cost:		
Land	6,050	6,050
Buildings and improvements	7,290	7,029
Machinery and equipment	7,979	7,617
	<u>21,319</u>	<u>20,696</u>
Accumulated depreciation	(8,613)	(7,894)
	<u>12,706</u>	<u>12,802</u>
Goodwill	<u>67,346</u>	<u>67,346</u>
Total assets	<u><u>\$ 181,250</u></u>	<u><u>\$ 172,137</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 2,147	\$ 2,868
Accrued liabilities	18,005	18,417
Total current liabilities	<u>20,152</u>	<u>21,285</u>
Deferred income taxes	14,747	12,760
Commitments and contingencies		
Stockholders' equity		
Preferred Stock, \$.01 par value; 1,000,000 shares authorized; No shares issued or outstanding	-	-
Common Stock, \$.01 par value; 20,000,000 shares authorized; Outstanding 6,452,415 and 6,382,980 shares, respectively	65	64
Additional paid-in capital	124,814	122,868
Retained earnings	21,472	15,160
Total stockholders' equity	<u>146,351</u>	<u>138,092</u>
Total liabilities and stockholders' equity	<u><u>\$ 181,250</u></u>	<u><u>\$ 172,137</u></u>

(more)

CAVCO INDUSTRIES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Dollars in thousands, except per share amounts)
(Unaudited)

	Three Months Ended		Year Ended	
	March 31,		March 31,	
	<u>2008</u>	<u>2007</u>	<u>2008</u>	<u>2007</u>
Net sales	\$ 34,204	\$ 33,812	\$ 141,914	\$ 169,114
Cost of sales	<u>29,404</u>	<u>28,497</u>	<u>121,538</u>	<u>138,813</u>
Gross profit	4,800	5,315	20,376	30,301
Selling, general and administrative expenses	<u>3,373</u>	<u>3,407</u>	<u>13,825</u>	<u>15,311</u>
Income from operations	1,427	1,908	6,551	14,990
Interest income	<u>467</u>	<u>605</u>	<u>2,539</u>	<u>2,387</u>
Income from continuing operations				
before income taxes	1,894	2,513	9,090	17,377
Income tax expense	<u>591</u>	<u>754</u>	<u>2,778</u>	<u>5,962</u>
Income from continuing operations	1,303	1,759	6,312	11,415
Income from discontinued retail operations				
net of income taxes of \$0 and \$66	<u>-</u>	<u>-</u>	<u>-</u>	<u>134</u>
Net income	<u>\$ 1,303</u>	<u>\$ 1,759</u>	<u>\$ 6,312</u>	<u>\$ 11,549</u>
Net income per share (basic):				
Continuing operations	\$ 0.20	\$ 0.28	\$ 0.98	\$ 1.79
Discontinued retail operations	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 0.02</u>
Net income	<u>\$ 0.20</u>	<u>\$ 0.28</u>	<u>\$ 0.98</u>	<u>\$ 1.81</u>
Net income per share (diluted):				
Continuing operations	\$ 0.20	\$ 0.27	\$ 0.95	\$ 1.72
Discontinued retail operations	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 0.02</u>
Net income	<u>\$ 0.20</u>	<u>\$ 0.27</u>	<u>\$ 0.95</u>	<u>\$ 1.74</u>
Weighted average shares outstanding:				
Basic	<u>6,452,415</u>	<u>6,377,247</u>	<u>6,427,264</u>	<u>6,363,368</u>
Diluted	<u>6,674,902</u>	<u>6,624,558</u>	<u>6,664,111</u>	<u>6,629,580</u>

(more)

CAVCO INDUSTRIES, INC.
OTHER OPERATING DATA – CONTINUING OPERATIONS
(Dollars in thousands, except average sales price amounts)
(Unaudited)

	Three Months Ended March 31,		Year Ended March 31,	
	2008	2007	2008	2007
Net sales				
Manufacturing	\$ 32,879	\$ 32,484	\$ 134,301	\$ 161,242
Retail	2,328	2,933	12,429	14,807
Less: Intercompany	<u>(1,003)</u>	<u>(1,605)</u>	<u>(4,816)</u>	<u>(6,935)</u>
Net sales	<u>\$ 34,204</u>	<u>\$ 33,812</u>	<u>\$ 141,914</u>	<u>\$ 169,114</u>
Floor shipments - manufacturing	<u>1,316</u>	<u>1,181</u>	<u>5,104</u>	<u>5,884</u>
Average sales price per floor - manufacturing	<u>\$ 24,984</u>	<u>\$ 27,506</u>	<u>\$ 26,313</u>	<u>\$ 27,403</u>
Home shipments - manufacturing	<u>876</u>	<u>746</u>	<u>3,301</u>	<u>3,612</u>
Average sales price per home - manufacturing	<u>\$ 37,533</u>	<u>\$ 43,544</u>	<u>\$ 40,685</u>	<u>\$ 44,641</u>
Home shipments - retail	<u>27</u>	<u>30</u>	<u>158</u>	<u>145</u>
Capital expenditures	<u>\$ 74</u>	<u>\$ 339</u>	<u>\$ 689</u>	<u>\$ 1,150</u>
Depreciation	<u>\$ 200</u>	<u>\$ 173</u>	<u>\$ 785</u>	<u>\$ 692</u>

###