

K2 INC
Form 424B3
February 04, 2004

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-108610

**Prospectus Supplement No. 2
to Prospectus Dated December 9, 2003**

of

K2 Inc.

Relating to

\$75,000,000 5.00% Convertible Senior Notes due June 15, 2010

and

Shares of Common Stock Issuable Upon Conversion of the Notes

This prospectus supplement no. 2 relates to the resale by selling security holders of K2 Inc.'s 5.00% Convertible Senior Notes Due 2010 and the shares of K2 common stock issuable upon conversion of the notes.

This prospectus supplement no. 2 has been prepared in order to provide information with respect to holders of the notes that may be selling security holders under the prospectus, as amended and supplemented. This prospectus supplement no. 2 should be read and delivered in conjunction with the prospectus dated December 9, 2003.

Information about the selling security holders may change over time. The selling security holders identified below may have sold, transferred or otherwise disposed of, pursuant to transactions exempt from the registration requirements of the Securities Act of 1933, as amended, all or a portion of their securities since the date on which they provided the information regarding the table below. K2 prepared this table based on the information supplied to K2 by the selling security holders named in the table.

The following table sets forth certain information with respect to the selling security holders, including their name, the aggregate principal amount of notes beneficially owned prior to this offering and being offered by the selling security holders, and the number of shares of K2 common stock beneficially owned prior to this offering and being offered by the selling security holders.

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Selling Security Holder	Principal Amount of		Number of Shares of K2	
	Notes Beneficially Owned	Principal Amount of	Common Stock	Number of Shares of K2
	Prior to Offering	Notes Offered Hereby	Beneficially Owned	Common Stock Offered
			Prior to Offering(1)	Hereby(1)
Arkansas PERS	\$ 2,000,000	\$ 550,000	152,172	41,847
Nuveen Preferred & Convertible Income Fund JPC.	\$ 9,800,000	\$ 750,000	745,643	57,064
Nuveen Preferred & Convertible Fund JQC	\$ 1,175,000	\$ 700,000	89,401	53,260
Sturgeon Limited	\$ 55,000	\$ 55,000	4,184	4,184

- (1) Assumes conversion of all of the holders' notes at a conversion rate of 76.0861 shares of K2 common stock per \$1,000 principal amount of notes, rounded down to the nearest whole number of shares. However, this conversion rate is subject to adjustment as described under Description of Notes-Conversion Rights beginning on page 19 of the prospectus dated December 9, 2003. As a result, the number of shares of K2 common stock issuable upon conversion of the notes may increase or decrease in the future.

To the best of K2's knowledge, the selling security holders do not have any positions, offices or other material relationships with K2 or any of K2's affiliates.

Investing in K2's Convertible Senior Notes and K2 common stock involves risk. See the discussion entitled Risk Factors beginning on page 5 of the prospectus dated December 9, 2003 to read about factors to consider in connection with purchasing these securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

Prospectus Supplement dated February 4, 2004