

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

FORM 10-K/A

FOR ANNUAL AND TRANSITION REPORTS PURSUANT TO SECTIONS 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

(MARK ONE)

[ X ] AMENDMENT NO. 1 TO ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2005

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED)

COMMISSION FILE NUMBER 0-10345

CACHE, INC.

(Exact name of registrant as specified in its charter)

FLORIDA

59-1588181

(State or other jurisdiction of  
incorporation or organization)

(IRS Employer Identification No.)

1440 BROADWAY, NEW YORK, NEW YORK

10018

(Address of principal executive offices)

(Zip Code)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (212) 575-3200

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT: NONE

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

COMMON STOCK \$.01 PAR VALUE

(TITLE OF CLASS)

Indicate by check mark if the registrant is a well-known seasoned issuer,  
as defined in Rule 405 the Securities Act. Yes |\_| No |X|

Indicate by check mark if the registrant is not required to file reports  
pursuant to Section 13 or Section 15(d) of the Act. Yes |\_| No |X|

Indicate by check mark whether the registrant (1) has filed all reports  
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of  
1934 during the preceding 12 months (or for such shorter period that the  
registrant was required to file such reports), and (2) has been subject to  
filing requirements for the past 90 days. Yes |X| No |\_|

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of voting stock held by non-affiliates of the registrant was approximately \$218 million as of July 1, 2005, the last business day of the registrant's most recently completed second fiscal quarter, based upon the closing sale price of \$17.02 of the registrant's Common Stock as reported on the Nasdaq National Market on such date. Shares of Common Stock held by each executive officer and director and by each person who owns 10% or more of the outstanding Common Stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily conclusive for other purposes.

As of April 30, 2005, 15,785,553 common shares were outstanding.

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ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

See also "Executive Officers, Directors and Key Employees" under Part 1, Item 1 of Registrant's report on Form 10-K for the fiscal year ended December 31, 2005, previously filed with the Securities and Exchange Commission.

DIRECTORS OF THE REGISTRANT

The Board of Directors of the Company presently consists of the following five members: Messrs. Andrew M. Saul, Brian Woolf, Gene G. Gage, Morton J. Schrader and Arthur S. Mintz, each of whom is expected to be a nominee for re-election at the Company's next Annual Meeting of Shareholders.

NAME	AGE	PRINCIPAL OCCUPATION	DIRECTOR SINCE
BRIAN WOOLF .....	57	CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER (1)	2000
ANDREW M. SAUL .....	59	PARTNER, SAUL PARTNERS (2)	1986

MORTON J. SCHRADER .....	74	REAL ESTATE BROKER (3)	1989
ARTHUR S. MINTZ.....	60	PRESIDENT, BEES & JAM, INC. (4)	2002
GENE G. GAGE.....	58	FINANCIAL ADVISOR (5)	2004

- 
- (1) Mr. Woolf has served as our Chief Executive Officer and Chairman of the Board since October 2000. From March 1999 to October 2000, Mr. Woolf served as Vice President and General Merchandise Manager for The Limited. From 1995 to March 1999, Mr. Woolf served as Senior Vice President and General Merchandise Manager for Caldor. Mr. Woolf has held various management positions within the retail industry over the past 30 years.
  - (2) Mr. Saul has served as one of our directors since 1986. Mr. Saul also served as our Chairman of the Board from February 1993 to October 2000. Mr. Saul is a partner in Saul Partners, an investment partnership, a position he has held since 1986.
  - (3) Mr. Schrader has served as one of our directors since 1989. Mr. Schrader was the President of Abe Schrader Corp., a manufacturer of women's apparel, from 1968 through March 1989. Since 1989, he has been active as a real estate broker and is a principal of PBS Realty Advisors.
  - (4) Mr. Mintz has served as one of our directors since September 2002. Mr. Mintz has served as the President of Bees & Jam, Inc., an apparel manufacturer, since 1971.
  - (5) Mr. Gage has served as one of our directors since September 2004. Mr. Gage is currently the President and Chief Executive Officer of Gage Associates, a firm which provides financial planning and services to individuals and businesses. He is a certified public accountant, as well as a certified financial planner. He has over 30 years of financial experience.

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#### COMMITTEES AND MEETINGS OF THE BOARD OF DIRECTORS

During the fiscal year ended December 31, 2005 ("Fiscal 2005"), the Board of Directors held four meetings. Each then-current Director attended all of such Board meetings, with the exception of the July 26, 2005 meeting, which Mr. Andrew Saul could not attend. The Board of Directors has an Audit Committee, a Nominating and Governance Committee, as well as a Compensation and Plan Administration Committee. The Audit Committee, established in July 1989, currently consists of Messrs. Arthur Mintz, Morton Schrader and Gene Gage. The Audit Committee held five meetings in Fiscal 2005. Each then-current member of

the Committee attended all such Committee meetings, with the exception of the May 3, 2005 meeting, which Mr. Schrader could not attend.

Duties of the Audit Committee include meeting with the independent accountants and certain personnel of the Company to discuss the planned scope of their examinations, the adequacy of internal controls and financial reporting; reviewing the results of the annual examination of the financial statements and periodic internal audit examinations; reviewing the services and fees of the Company's independent accountants; authorizing special investigations and studies; and performing any other duties or functions deemed appropriate by the Board of Directors. The Board of Directors has determined that Gene Gage is qualified to serve as the Audit Committee's financial expert and Chairman. Mr. Gage is independent, as such term is used in Item 7(d)(3)(iv) of Schedule 14A under the Exchange Act.

The Board of Directors has adopted a written charter for the Audit Committee. The charter has not changed from the charter filed with our 2001 proxy statement.

The Compensation and Plan Administration Committee was established in July 1991 as the Plan Administration Committee to administer the Company's stock option plans. In May 1993 it was renamed the Compensation and Plan Administration Committee and delegated additional authority to determine the remuneration arrangements for the three most senior executive officers and to review and approve the remuneration arrangements for the Company's other executive officers. It currently consists of Messrs. Andrew Saul, Arthur Mintz, Morton Schrader and Gene Gage. The Compensation and Plan Administration Committee met three times in Fiscal 2005. Each then-current member of the Committee attended all such Committee meetings, with the exception of the July 26, 2005 meeting, which Mr. Saul could not attend.

The Board of Directors adopted a written charter in August 2004 for the Compensation and Plan Administration Committee.

The Board of Directors established the Nominating and Governance Committee in September 2004. The Committee currently consists of Messrs. Andrew Saul, Gene Gage, Arthur Mintz and Morton Schrader. The Nominating and Governance Committee is responsible for identifying, evaluating and recommending director nominees to the Board of Directors.

The Nominating and Governance Committee will consider candidates for the Board from any reasonable source, including stockholder recommendations. The Nominating and Governance Committee does not evaluate candidates differently based on who has made the proposal. Stockholders who wish to suggest qualified candidates should write to Victor J. Coster, Corporate Secretary, at the Company's headquarters' address. These recommendations should include detailed biographical information concerning the nominee, his or her qualifications to be member of the Board, and a description of any relationship the nominee has to be a stockholder making the recommendation or to other stockholders of the Company. A written statement from the candidate consenting to be named as a candidate and, if nominated and elected, to serve as director, subject to the candidate's due diligence of the Company, should accompany any such recommendation. Stockholders who wish to nominate a director for election at an annual meeting of

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stockholders of the Company must comply with the Company's By-Laws regarding stockholder proposals and nominations.

While the Nominating and Governance Committee does not have minimum qualification requirements for candidates, it does assess whether candidates have good business judgment, high ethical standards, substantial experience in the Company's line of business or other applicable fields such as science or technology, and ability to prepare for and attend Board meetings, committee meetings and stockholder meetings. The Nominating and Governance Committee also considers whether candidates are independent and possess leadership qualities.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Based solely upon a review of the Forms 3, 4 and 5 and any amendments thereto furnished to the Company pursuant to Rule 16a-3(c) promulgated under the Exchange Act, the Company is not aware of any failure of any officer, director or beneficial owner of more than 10% of the Common Stock to timely file with the Commission any Form 3, 4 or 5 in respect of the Company during fiscal 2005, except for the following instances: Officer Thomas Reinckens filed two late Forms 4; Officer Margaret Feeney filed two late Forms 3; Officer Lisa Decker filed one late Form 3; Officer Clifford Gray filed one late Form 3 and one late Form 4; Officer Joanne Marselle filed one late Form 3; Officer Donna James filed one late Form 3; Officer Catherine McNeal filed one late Form 4; and Officer Maria Comfort filed one late Form 4.

ITEM 11. EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE

The following sets forth the compensation earned for the past three years of the Chief Executive Officer and the Company's other three most highly compensated executive officers, collectively, the "Named Executive Officers".

<TABLE>

<CAPTION>

ANNUAL COMPENSATION -----	LONG-TERM COMPENSATION AWARDS -----	SECURITIES	ALL OTHER
---------------------------------	--	------------	-----------

NAME AND PRINCIPAL POSITION	FISCAL YEAR	SALARY	BONUS	OTHER ANNUAL COMPENSATION	UNDERLYING OPTIONS	COMPENSATION (1)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
BRIAN WOOLF CHIEF EXECUTIVE OFFICER AND CHAIRMAN OF THE BOARD	2005	\$629,808	\$ ---	\$ ---	---	\$ 15,607
	2004	554,808	---	2,396,860	52,500	14,986
	2003	500,000	475,200	1,433,000	375,000	14,459
THOMAS E. REINCKENS (2) PRESIDENT, CHIEF OPERATING OFFICER	2005	479,231	---	---	---	10,493
	2004	436,539	---	1,008,600	52,500	10,458
	2003	401,923	381,988	900,738	187,500	10,326
MARGARET FEENEY (3) EXECUTIVE VICE PRESIDENT	2005	214,101	20,000	---	20,000	---
	2004	176,317	84,646	34,900	---	---
	2003	176,346	28,923	104,640	45,000	---

&lt;/TABLE&gt;

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- (1) These amounts consist of insurance premiums paid for life insurance for the benefit of the named executive officers and long-term disability insurance.
- (2) Thomas E. Reinckens has served as President and Chief Operating Officer since October 2000. Mr. Reinckens joined our company in February 1987 and has held various positions throughout his tenure, most recently serving as Chief Financial Officer from November 1989 to October 2000 and Executive Vice President from September 1995 to October 2000. Mr. Reinckens has over 20 years of retail experience.
- (3) Margaret Feeney has served as Executive Vice President of Finance and Chief Financial Officer since May 2005. Ms. Feeney was promoted to Vice President of Finance in July 2001. Ms. Feeney has served in a variety of financial and operational positions with us since 1992. Prior to joining us, Ms. Feeney served as Manager of Financial Analysis and Budgeting for Toys "R" Us and in various financial positions at Brooks Fashion Stores, a junior specialty chain. Ms. Feeney has over 20 years of retail experience.

## AGGREGATED FISCAL 2005 YEAR-END STOCK OPTION VALUES

&lt;TABLE&gt;

&lt;CAPTION&gt;

Name	Shares Acquired on Exercise	Value Realized	Number of Securities Underlying Unexercised Stock Options at Fiscal Year-End		Value of Unexercised In-the-Money Stock Options at Fiscal Year-End (1)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Brian Woolf	---	\$ ---	409,875	253,875	\$ 4,210,674	\$ 1,113,581
Thomas E. Reinckens	7,000	\$ 50,470	144,875	141,375	\$ 985,277	\$ 587,831
Margaret Feeney	---	\$ ---	25,750	43,000	\$ 164,183	\$ 218,730

</TABLE>

Amounts described in the preceding table under the heading "Value of Unexercised In-the-Money Stock Options at Fiscal Year End" are determined by multiplying the number of shares underlying the options by the difference between the last reported per share sale price of our common stock on December 31, 2005 and the per share option exercise prices. All share amounts have been adjusted to reflect the 3 for 2 stock split effective June 18, 2004.

STOCK OPTION GRANTS IN LAST FISCAL YEAR

The following table sets forth information with respect to stock options granted in fiscal 2005 to each of the named executive officers.

<TABLE>  
<CAPTION>

NAME	POTENTIAL REALIZABLE VALUE ASSUMED ANNUAL STOCK PRICE APPRECIATION FOR TERM (2)	NUMBER OF SECURITIES UNDERLYING OPTIONS(1)	% OF TOTAL OPTIONS GRANTED TO EMPLOYEES IN FISCAL YEAR	EXERCISE OR BASE PRICE (\$/SHARE)	AT RATES OF EXPIRATION DATE

<S>	<C>	<C>	<C>	<C>
<C>	<C>			
Brian Woolf	---	---		

Thomas E.Reinckens	---	---			
Margaret Feeney	20,000	14.3%	\$	11.53	5/3/15
63,711	\$	140,784			\$

</TABLE>

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(1) These options vest no later than May 3, 2009 but may vest sooner with respect to up to 25% of the shares on each of December 31, 2005, December 31, 2006, December 31, 2007, and December 31, 2008, to the extent our earnings plan for these years is achieved, based on the following sliding scale:

<TABLE>  
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	PERCENTAGE OF
ORIGINAL	OPTIONS THAT BECOMES
	EXERCISABLE
PERCENTAGE OF EARNINGS PLAN ACHIEVED	
-----	-----
<S>	<C>
Greater than or equal to 90% .....	25%
Greater than or equal to 75%, but less than 90%.....	20%
Greater than or equal to 60%, but less than 75%.....	15%
Less than 60%.....	0%

</TABLE>

(2) These amounts represent hypothetical gains that could be achieved for the options if exercised at the end of the option term. As required by SEC rules, these gains are based on assumed rates of stock price appreciation of 5% and 10% compounded annually from the date the options were granted until their expiration dates. These assumptions are not intended to forecast future appreciation of our stock price. The potential realizable value computation does not take into account federal or state income tax consequences of option exercises or sales of appreciated stock.

EMPLOYMENT AGREEMENTS AND CHANGE-OF-CONTROL PROVISIONS

In February 2006, we entered into a new employment agreement with Brian Woolf, our Chief Executive Officer and Chairman, as well as an employment agreement with Thomas E. Reinckens, our President and Chief Operating Officer. Under the agreement with Mr. Woolf, which expires February 7, 2009, Mr. Woolf's annual salary during 2006 will be \$725,000 and he is eligible to receive annual incremental increases of \$75,000 in each of the next two years contingent on the Company's profitability, as defined in the contract. Under the agreement with Mr. Reinckens, which expires February 7, 2009, Mr. Reinckens' annual salary during 2006 will be \$530,000 and he is eligible to receive annual incremental

increases of \$40,000 in each of the next two years contingent on the Company's profitability, as defined in the contract. Messrs. Woolf and Reinckens are also eligible to participate in the Company's bonus and stock option programs. In addition, Messrs. Woolf and Reinckens are entitled to participate in our long-term disability coverage healthcare and other benefits packages. Pursuant to the terms of these new employment agreements, if we terminate Mr. Woolf's or Mr. Reinckens' employment prior to February 7, 2009 for any reason other than for certain circumstances described in the agreements then until Messrs. Woolf or Reinckens accepts other employment we are required to continue to pay him/them the full balance of his/their contract, mitigated by future employment. In the event that Mr. Woolf or Mr. Reinckens is terminated in connection with a change in control of Cache, as defined in the contract, he is entitled to receive an amount equal to 24 months of his salary then in effect. The contract contains a covenant of Messrs. Woolf and Reinckens not to solicit employees of Cache for two years and a covenant not to compete with Cache for a minimum of one year.

All of the options granted under the Company's 2000 and 1994 Stock Option Plans contain a provision under which the option will become immediately exercisable (the "Accelerated Exercise") with respect to all shares subject to it as follows: (i) except as provided in clause (iii) below, immediately after the first date on which less than 25% of the outstanding Common Stock in the aggregate is beneficially owned (as defined in Rule 13d-3 under the Securities and Exchange Act of 1934) by Andrew M. Saul and Joseph E. Saul, members of their immediate families and one or more trusts established for the benefit of such individuals or members, (ii) immediately prior to the sale of the Company substantially as an entirety (whether by sale of stock, sale of assets, merger, consolidation or otherwise), (iii) immediately prior to the expiration of any tender offer or exchange offer for shares of Common Stock of the Company, where: (x) all

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holders of Common Stock are entitled to participate, and (y) the Sauls have agreed (or have announced their intent) to sell such number of their shares of Common Stock as will result in the Sauls beneficially owning less than 25% of the outstanding shares of Common Stock in the aggregate, and (iv) immediately, if 20% or more of the directors elected by shareholders to the Board of Directors are persons who were not nominated by management in the most recent proxy statement of the Company. The Company is required to give appropriate notice so as to permit an optionee to take advantage of the foregoing provisions.

#### COMPENSATION OF DIRECTORS

We compensate one of our non-employee directors for their services to us by participation in our group medical insurance program at an approximate cost to us of \$11,500 per individual per year. He currently does not receive cash or equity-based compensation. The other three non-employee directors receive a director's fee equal to \$20,000 per year.

#### INDEMNIFICATION OF DIRECTORS AND EXECUTIVE OFFICERS

Our Articles of Incorporation require us, to the extent permitted by law, to indemnify our directors and officers against any personal liabilities incurred as a result of their positions as directors or officers of our company.

We maintain directors' and officers' insurance providing indemnification for our directors, officers and management employees for liabilities arising as a result of their services to us.

The indemnification provision in our articles of incorporation may discourage stockholders from bringing a lawsuit against our directors for breach of their fiduciary duty. They may also reduce the likelihood of derivative litigation against our directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. Furthermore, a stockholder's investment may be adversely affected to the extent we pay the cost of settlement and damage awards against any of our directors and officers under indemnification provisions. We believe that these indemnification provisions are necessary to attract and retain qualified directors and officers.

#### COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Our Compensation and Plan Administration Committee presently consists of Andrew Saul, Arthur Mintz, Morton Schrader and Gene Gage. No member of our Compensation and Plan Administration Committee has been an employee of ours. None of our executive officers serves as a member of the board of directors or compensation committee of any other entity that has one or more executive officers serving as a member of our board of directors of our compensation committee.

#### CODE OF ETHICS

The Company has adopted a Code of Ethics that applies to all of the Company's directors, officers and employees. The Code of Ethics is available on our website at [www.cache.com](http://www.cache.com). We will disclose any amendment to, other than technical, administrative or non-substantive amendments, or waiver of its code of ethics granted to a director or executive officer by filing a Form 8-K disclosing the amendment or waiver within four business days.

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#### ITEM 12. PRINCIPAL SHAREHOLDERS AND SHARE OWNERSHIP BY CERTAIN BENEFICIAL OWNERS AND BY MANAGEMENT

The following table sets forth certain information as to the beneficial ownership of the Company's equity securities as of April 30, 2006 by (i) each director or nominee of the Company, (ii) each Named Executive Officer, (iii) each person who is known to the Company to be the beneficial owner of more than 5% of the Common Stock, and (iv) all executive officers and directors as a group. Unless otherwise indicated, the beneficial ownership for each person

consists of the sole voting and sole investment power with respect to all shares beneficially owned by him. For purposes of this table, a person or group of persons is deemed to have "beneficial ownership" of any shares as of a given date which such person has the right to acquire within 60 days after such date. For purposes of computing the percentage of outstanding shares held by each person or group of persons named above on a given date, any security which such person or persons has the right to acquire within 60 days after such date is deemed to be outstanding, but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person.

Person and Address -----	Number of shares of Common Stock -----	Percentage of Outstanding shares of Common Stock -----
Andrew M. Saul 9 West 57th Street New York, NY 10019 (1)	2,959,692	18.8%
Joseph E. Saul 9 West 57th Street New York, NY 10019 (2)	2,959,692	18.8%
Norma G. Saul 9 West 57th Street New York, NY 10019 (3)	2,959,692	18.8%
Royce & Associates, LLC 1414 Avenue of the Americas New York, NY 10019 (7)	1,339,650	8.5%
Buckingham Capital Management Inc. 750 Third Avenue, 6th Floor New York, NY 10017 (7)	1,054,609	6.7%
Springhouse Capital, LP 520 Madison Avenue, 35th Floor New York, NY 10022 (7)	1,037,330	6.6%
Vardon Capital, LLC 120 West 45th Street, 17th Floor New York, NY 10036 (7)	845,040	5.4%
Palo Alto Investors 470 University Avenue Palo Alto, CA 94301 (7)	803,900	5.1%

Person and Address -----	Number of shares of Common Stock -----	Outstanding shares of Common Stock -----
Brian Woolf Cache Inc. 1440 Broadway New York, NY 10018 (4)	490,875	3.0%
Thomas E. Reinckens Cache Inc. 1440 Broadway New York, NY 10018 (5)	202,453	1.2%
Morton J. Schrader 230 Park Avenue, 18th Floor New York, NY 10166	19,500	*
Arthur S. Mintz 70 West 36th Street New York, NY 10018	None	N/A
Gene G. Gage Cache Inc. 1440 Broadway New York, NY 10018	None	N/A
Margaret Feeney Cache Inc. 1440 Broadway New York, NY 10018 (6)	25,750	*
All Current Executive Officers and Directors as a Group (seven persons) -----	3,698,270	22.6%

\* Less than 1% of the outstanding shares of common stock.

(1) Represents (a) 825,630 shares held directly by Andrew Saul, (b) 874,962 shares beneficially owned by Joseph Saul, Andrew Saul's father, (c) 1,251,600 shares held by Norma Saul, Andrew Saul's mother, and (d) 7,500 shares held by the Andrew Saul Foundation, of which Andrew Saul is a director. All of the foregoing shares are subject to an oral agreement, subject in the case of the trusts to any fiduciary duties of the trustees, to vote and dispose of the shares jointly. The holders of the foregoing shares have filed with the SEC as a "group" within the meaning of Rule 13d-3 of the Securities Exchange Act of 1934. Each of these holders disclaims beneficial ownership of all shares other than those held in his, her or its name.

(2) Represents (a) 852,462 shares held directly by Joseph Saul, (b) 1,251,600

shares held by Norma Saul, Joseph Saul's wife, (c) 833,130 shares beneficially owned by Andrew Saul, Joseph Saul's son and (d) 22,500 shares held by the Joseph E. and Norma G. Saul Foundation, of which Joseph Saul is a director. All of the foregoing shares are subject to an oral agreement, subject in the case of the trusts to any fiduciary duties of the trustees, to vote and dispose of these shares jointly. The holders of the foregoing shares have filed with the SEC as a "group" within the meaning of Rule 13d-3 of

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the Securities Exchange act of 1934. Each of these holders disclaims beneficial ownership of all shares other than those held in his, her or its name.

(3) Represents (a) 1,251,600 shares held directly by Norma Saul, (b) 852,462 shares beneficially owned by Joseph Saul, Norma Saul's husband, (c) 833,130 shares held by Andrew Saul, Norma Saul's son and (d) 22,500 shares held by the Joseph E. and Norma G. Saul Foundation, of which Norma Saul is a director. All of the foregoing shares are subject to an oral agreement, subject in the case of the trusts to any fiduciary duties of the trustees, to vote and dispose of these shares jointly. The holders of the foregoing shares have filed with the SEC as a "group" within the meaning of Rule 13d-3 of the Securities Exchange Act of 1934. Each of these holders disclaims beneficial ownership of all shares other than those held in his, her or its name.

(4) Includes options to acquire 409,875 shares of our common stock.

(5) Includes options to acquire 144,875 shares of our common stock.

(6) Includes options to acquire 25,750 shares of our common stock.

(7) Information is based solely on the most recent Form 13G filed by the holder with the SEC.

#### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

See Also "Executive Compensation--Compensation Committee Interlocks and Insider Participation."

As of April 30, 2006, the Sauls beneficially owned in the aggregate 2,959,692 shares of the Company's outstanding Common Stock, representing approximately 18.8% of the Company's outstanding Common Stock. See "Principal Shareholders and Share Ownership by Management."

See also "Market for the Registrant's Common Stock and Related Stockholder Matters" under Part II, Item 5 of Registrant's report on Form 10-K for the fiscal year ended December 31, 2005, previously filed with the Securities and Exchange Commission.

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## ITEM 14. PRINCIPAL ACCOUNTING FIRM FEES

The following table sets forth the aggregate fees billed to the Company for the fiscal years ended January 1, 2005 (Fiscal 2004) and December 31, 2005 (Fiscal 2005) by KPMG LLP and Deloitte & Touche LLP. Deloitte & Touche LLP replaced KPMG LLP during the first quarter of Fiscal 2005.

FEES	FISCAL 2004 AMOUNT	FISCAL 2005 AMOUNT
AUDIT FEES	\$322,707	\$320,000
AUDIT-RELATED FEES	\$402,000	\$403,000
TAX FEES	\$ --	\$ --
ALL OTHER FEES	\$ --	\$ --
TOTAL FEES	\$724,707	\$725,000

The Audit Committee of the Board of Directors has considered whether the provision of these services is compatible with maintaining the principal accountants' independence.

Audit fees includes fees for annual audit and reviews of the Company's quarterly reports on Form 10-Q, as well as statutory audits and audits of subsidiaries.

Audit-related fees include fees for audits of benefit plans and audits related to a secondary stock offering, as well as testing of internal controls for Sarbanes Oxley compliance during Fiscal 2004 and Fiscal 2005.

All other fees include fees for evaluations and advisory services. The Audit Committee has implemented a procedure to require pre-approval of all services performed by the independent auditors.

Consequently during Fiscal 2004 and 2005, any project which management hired the principal accountants to perform was presented to the Audit Committee, along with an estimate of the costs to be incurred. The Audit Committee would review and approve the estimate. The Audit Committee was updated by management, if additional costs were incurred. All projects performed by the independent auditors were approved by the Audit Committee, during Fiscal 2004 and 2005.

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#### Signatures

Pursuant to the requirement of section 13 or 15 (d) of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: May 1, 2006  
CACHE, INC.

BY: /s/ Brian Woolf  
-----  
Brian Woolf  
Chairman and Chief  
Executive Officer  
(Principal Executive  
Officer)

BY: /s/ Margaret Feeney  
-----  
Margaret Feeney  
Executive Vice  
President and Chief  
Financial Officer

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-----END PRIVACY-ENHANCED MESSAGE-----