TTG APPAREL LLC

Form 4

May 25, 2012

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * TOKARZ MICHAEL T	2. Issuer Name **and** Ticker or Trading Symbol **FREDERICK'S OF HOLLYWOOD GROUP INC /NY/ [FOH]**	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director __X__ 10% Owner _____ Officer (give title _____ Other (specify below) below)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/23/2012	
287 BOWMAN AVENUE, 2ND FLOOR		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person
PURCHASE, NY 10577		
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Derivative	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securiti

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numl Share
Series A Convertible Preferred Stock	$ 1.05 (1) (2)		05/23/2012		P	50,000		05/23/2012	(3)	Common Stock	4,76
Warrant	$ 0.45 (5)		05/23/2012		P	500,000		05/23/2012	05/23/2015	Common Stock	500
Warrant	$ 0.53 (5)		05/23/2012		P	500,000		05/23/2012	05/23/2017	Common Stock	500
Warrant	$ 0.6 (5)		05/23/2012		P	500,000		05/23/2012	05/23/2019	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOKARZ MICHAEL T 287 BOWMAN AVENUE 2ND FLOOR PURCHASE, NY 10577		X		
TTG APPAREL LLC 287 BOWMAN AVENUE 2ND FLOOR PURCHASE, NY 10577		X		

Signatures

/s/ Michael T. Tokarz	05/25/2012
**Signature of Reporting Person	Date
/s/ Michael T. Tokarz, as Manager of TTG Apparel, LLC	05/25/2012
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

The Series A Convertible Preferred Stock is convertible into common stock of the Issuer at a price of $1.05 per share ("Conversion Price"). Additionally, dividends are payable on the Series A Preferred Stock in additional shares of Series A Preferred Stock ("PIK Shares"). The dividend rate is as follows: (i) during the period between May 23, 2012 and May 23, 2014, a rate of 9% per annum, and (ii) from and after May 23, 2014, at any time, a rate equal to the greater of 9% per annum or the highest rate per annum being paid at such time by the Issuer on any Issuer credit facility (excluding trade credit). The conversion price of the PIK Shares is $0.45 per share ("PIK Conversion Price").

(2) The conversion price for the shares of Series A Preferred Stock and PIK Shares are subject to customary structural anti-dilution adjustments. Additionally, if the Issuer sells common stock or common stock equivalents at a price below the Conversion Price or the PIK Conversion Price, as the case may be, such conversion prices will be lowered to the price at which the Issuer sold such common stock or common stock equivalents but in no event less than $0.29.

(3) The Series A Preferred Stock has no expiration date.

(4) These securities are owned directly by TTG Apparel, LLC. Michael T. Tokarz is the controlling person of TTG Apparel, LLC and is the indirect beneficial owner of the reported securities.

(5) The exercise price is subject to customary structural anti-dilution adjustments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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Explanation of Responses: 3