

FREDERICK'S OF HOLLYWOOD GROUP INC /NY/  
 Form 4  
 May 30, 2014

**FORM 4**

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

OMB APPROVAL

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

**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 \*  
 Rende Thomas

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 \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Chief Financial Officer

(Last) (First) (Middle)  
 C/O FREDERICK'S OF HOLLYWOOD GROUP INC., 6255 W. SUNSET BLVD.  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/30/2014

HOLLYWOOD, CA US 90028  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |         |   |   |           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|---|-----------|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)                                 | Price   |   |   |           |
| Common Stock                    | 05/30/2014                           |  | D                              |   |   |  |  | \$ 0.27 | 0 | D |           |
| Common Stock                    | 05/30/2014                           |  | D                              |   |   |  |  | \$ 0.27 | 0 | I | By spouse |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 2.9   | 05/30/2014                           |  | D <sup>(1)</sup>               | 37,500  | 12/10/2009   | 12/09/2014      | Common Stock  | 37,500                     |
| Stock Option (Right to Buy)                | \$ 2   | 05/30/2014                           |  | D <sup>(1)</sup>               | 75,000  | 10/13/2011   | 10/12/2016      | Common  | 75,000                     |
| Stock Option (Right to Buy)                | \$ 3.1   | 05/30/2014                           |  | D <sup>(1)</sup>               | 78,750  | 01/28/2008   | 01/27/2015      | Common  | 78,750                     |
| Stock Option (Right to Buy)                | \$ 0.84  | 05/30/2014                           |  | D <sup>(1)</sup>               | 100,000   | 06/01/2013   | 05/31/2020      | Common  | 100,000                    |
| Stock Option (Right to Buy)                | \$ 1.05  | 05/30/2014                           |  | D <sup>(1)</sup>               | 35,000  | 01/12/2013   | 01/11/2021      | Common  | 35,000                     |
| Stock Option (Right to Buy)                | \$ 0.4   | 05/30/2014                           |  | D <sup>(1)</sup>               | 38,500  | 01/11/2014   | 01/10/2022      | Common  | 38,500                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Rende Thomas<br>C/O FREDERICK'S OF HOLLYWOOD GROUP INC.<br>6255 W. SUNSET BLVD.<br>HOLLYWOOD, CA US 90028 |               |           | Chief Financial Officer |       |

## Signatures

Thomas Rende

05/30/2014

\_\_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).

Disposed of pursuant to the Agreement and Plan of Merger, dated as of December 18, 2013, as amended on April 14, 2014, by and among  
(1) the Issuer, FOHG Holdings, LLC and FOHG Acquisition Corp. All options, whether unvested or vested, were cancelled and converted into a right to receive per share the excess of \$0.27 over the per share exercise price.

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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