

FREDERICK'S OF HOLLYWOOD GROUP INC /NY/

Form 3

February 07, 2008

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â LYNCH ROSE PEABODY

(Last)

(First)

(Middle)

C/O FREDERICK'S OF
HOLLYWOOD GROUP
INC.,Â (FORMERLY MOVIE
STAR, INC.)

(Street)

1115 BROADWAYNEW
YORK,Â NYÂ 10010

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/28/2008

3. Issuer Name **and** Ticker or Trading SymbolFREDERICK'S OF HOLLYWOOD GROUP INC /NY/
[FOH]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	12/08/2006	12/07/2016	Common Stock	31,170 ⁽¹⁾	\$ 2.46	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LYNCH ROSE PEABODY C/O FREDERICK'S OF HOLLYWOOD GROUP INC. (FORMERLY MOVIE STAR, INC.) 1115 BROADWAYNEW YORK, NY 10010	Â X	Â	Â	Â

Signatures

Rose Peabody
Lynch 02/05/2008

__Signature of
Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Represents shares issuable upon exercise of an option assumed by the Issuer pursuant to that certain Agreement and Plan of Merger and Reorganization, dated as of December 18, 2006, as amended, by and among the Issuer, FOH Holdings, Inc. ("FOH Holdings") and Fred
- (1) Merger Corp. upon consummation of the merger with FOH Holdings on January 28, 2008. 13,359 of these shares vested on December 8, 2006, 4,453 of these shares vested on January 26, 2008, 4,453 shares will vest on each of the last Saturday of January 2009 and 2010 and 4,552 shares will vest on the last Saturday of January 2011.

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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