

TTG APPAREL LLC
 Form 4
 May 25, 2012

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 *
 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)

(Last) (First) (Middle)
 287 BOWMAN AVENUE, 2ND FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/23/2012

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

PURCHASE, NY 10577

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

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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| 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 | Amount Number of Shares |
| 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)

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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").

- 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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