

FREDERICK'S OF HOLLYWOOD GROUP INC /NY/  
Form 8-K  
January 10, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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FORM 8-K

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): January 8, 2013

FREDERICK'S OF HOLLYWOOD GROUP INC.

(Exact Name of Registrant as Specified in Charter)

New York                      1-5893              13-5651322  
(State or Other Jurisdiction) (Commission (IRS Employer  
of Incorporation)              File Number) Identification No.)

6255 Sunset Boulevard, Hollywood, CA 90028  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (323) 466-5151

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On January 8, 2013, Frederick's of Hollywood Group Inc. (the "Company") held its Annual Meeting of Shareholders at its principal executive offices at 6255 Sunset Boulevard, Hollywood, CA. At the Annual Meeting, the Company's shareholders voted on two proposals. Each proposal was approved pursuant to the following final voting results from the Annual Meeting:

1. To elect five directors to serve for the ensuing one-year period and until their successors are elected and qualified:

| Nominee           | Votes For  | Votes Withheld | Broker Non-Vote |
|-------------------|------------|----------------|-----------------|
| Peter Cole        | 29,387,679 | 424,903        | 516             |
| John L. Eisel     | 29,505,080 | 307,502        | 516             |
| William F. Harley | 29,437,180 | 375,402        | 516             |
| Thomas J. Lynch   | 29,519,529 | 293,053        | 516             |
| Milton J. Walters | 29,560,054 | 252,528        | 516             |

2. To approve the potential issuance of up to 28,405,331 shares of common stock to TTG Apparel, LLC in accordance with the terms of the Company's Series A Convertible Preferred Stock and warrants issued to TTG Apparel, LLC in May 2012.

| Votes For  | Votes Against | Votes Abstain | Broker Non-Vote |
|------------|---------------|---------------|-----------------|
| 29,461,067 | 348,496       | 3,535         | 0               |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 9, 2013 FREDERICK'S OF HOLLYWOOD GROUP  
INC.

By: /s/ Thomas Rende  
Thomas Rende  
Chief Financial Officer  
(Principal Financial and Accounting Officer)