

FREDERICK'S OF HOLLYWOOD GROUP INC /NY/
 Form 4
 June 03, 2014

FORM 4

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

OMB APPROVAL

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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 *
HARBINGER GROUP INC.

2. Issuer Name and Ticker or Trading Symbol
FREDERICK'S OF HOLLYWOOD GROUP INC /NY/ [FOHL]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
450 PARK AVENUE, 30TH FLOOR
 (Street)

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

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

NEW YORK, NY 10022

(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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	05/30/2014		J ⁽⁹⁾	100	A	\$ 0	100	I	See footnote ⁽¹⁾ ₍₂₎

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)

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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 Underlying (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Convertible Series A Preferred Stock	\$ 1.05	05/30/2014		J	14,900 (3)	05/30/2014	(4)	Common Stock
Convertible Series B Preferred Stock	\$ 0.25	05/30/2014		J(5) V	9,584 (5)	03/15/2013	(6)	Common Stock
Convertible Series A Preferred Stock	\$ 1.05	05/30/2014		J(9)	14,900	05/30/2014	(4)	Common Stock
Convertible Series B Preferred Stock	\$ 0.25	05/30/2014		J(9)	114,129 (5)	03/15/2013	(6)	Common Stock
Common Stock Warrant - Employee Stock Option Coverage	\$ 0.67	05/30/2014		J(9)	1,818,000	(7)	02/10/2022	Common Stock
Common Stock Warrant - Series A Warrant Coverage	\$ 0.45	05/30/2014		J(9)	500,000	(7)	06/23/2015	Common Stock
Common Stock Warrant - Series A Warrant Coverage	\$ 0.53	05/30/2014		J(9)	500,000	(7)	06/23/2017	Common Stock
Common Stock Warrant - Series A	\$ 0.6	05/30/2014		J(9)	500,000	(7)	06/24/2019	Common Stock

Warrant
Coverage

Common
Stock

Warrant -
PIPE

\$ 1.21 05/30/2014 J⁽⁹⁾ 1,380,850 (7) 10/15/2015

Common
Stock

Warrant
Coverage

Common
Stock

Warrant -
Series A
Coverage

\$ 0.01 05/30/2014 J⁽⁹⁾ 5,468,127 (7) (8)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARBINGER GROUP INC. 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022		X		
FALCONE PHILIP 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022		X		
FOHG Holdings, LLC 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022		X		

Signatures

Harbinger Group Inc. By: /s/ Thomas A. Williams, Executive Vice President and Chief
Financial Officer

06/03/2014

____Signature of Reporting Person

Date

/s/ Phil Falcone (+)

06/03/2014

____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).

(1) The securities of the Issuer reported herein were beneficially owned by Harbinger Group Inc. ("HGI") and held in the name of one or more wholly-owned subsidiaries of HGI. Mr. Falcone is the Chief Executive Officer and Chairman of the Board of Directors of HGI and the portfolio manager of certain controlling persons of HGI. Mr. Falcone does not own directly any securities of the Issuer.

However, as a result of Mr. Falcone's position with HGI and his relationship with HGI's controlling persons, Mr. Falcone may be deemed to beneficially own securities of the Issuer directly owned by HGI. HGI and Mr. Falcone are referred to herein as the "Reporting Persons." (Continued in Footnote 2)

(2)

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Each of the Reporting Persons disclaims beneficial ownership of the securities of the Issuer reported herein except to the extent of its or his pecuniary interest therein, and this Form 4 shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities of the Issuer reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (3) Pursuant to the terms of the Series A Preferred Stock Purchase and Sale Agreement, by and between HGI Funding, LLC and TTG Apparel, LLC, dated December 18, 2013, on May 30, 2014 HGI Funding purchased from TTG 14,900 shares of of Convertible Series A Preferred Stock, for an aggregate purchase price of \$1,490,000 or \$1.05 per share of Common Stock on an as converted basis.

- (4) The 14,900 shares of Convertible Series A Preferred Stock were convertible into Common Stock at any time, and would have expired upon the earlier to occur of (i) the conversion of such securities into Common Stock pursuant to their terms or (ii) the redemption thereof by the Issuer.

- (5) Pursuant to the terms of the Convertible Series B Preferred Stock, dividends were fixed and were payable quarterly in arrears either (i) in cash at a rate of 9% per annum, or (ii) in the Issuer's sole discretion, in additional shares of Convertible Series B Preferred Stock at a rate of 12% per annum. Prior to May 30, 2014, an aggregate amount of 9,584 shares of Convertible Series B Preferred Stock were paid by the Issuer as paid in kind dividends in accordance with the terms of the Convertible Series B Preferred Stock.

- (6) The 114,129 shares of Convertible Series B Preferred Stock were convertible into Common Stock at any time, and would have expired upon the earlier to occur of (i) the conversion of such securities into Common Stock pursuant to their terms or (ii) the redemption thereof by the Issuer.

- (7) In accordance with the terms thereof, the warrants were only exercisable upon a corresponding exercise or conversion of securities representing 10,166,977 shares of Common Stock, which were not owned by the Reporting Persons.

- (8) The Common Stock Warrant - Series A Coverage would have expired on the earlier of (i) thirty days after the conversion of the Issuer's Convertible Series A Preferred Stock into Common Stock pursuant to its terms, or (ii) upon the redemption thereof by the Issuer.

- (9) Upon the consummation of the Agreement and Plan of Merger ("Merger Agreement"), dated as of December 18, 2013, as amended on April 14, 2014, by and among the Issuer, FOHG Holdings, LLC and FOHG Acquisition Corp, the securities held by certain shareholders of the Issuer, including the securities reported herein, were cancelled. Following the consummation of the Merger Agreement, FOHG Holdings, LLC acquired all of the outstanding shares of the Issuer.

Remarks:

(+) As of the date hereof, FOHG Holdings, LLC has the right to appoint the members of the board of directors of the Issuer. A

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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