

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

OMB Number: 3235-0287

Expires: January 31, 2015

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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 SECURITIESFiled 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 *
COLE PETER G

(Last) (First) (Middle)

C/O FREDERICK'S OF
HOLLYWOOD GROUP INC., 6255
W. SUNSET BLVD.

(Street)

HOLLYWOOD, CA US 90028

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolFREDERICK'S OF HOLLYWOOD
GROUP INC /NY/ [FOH]3. Date of Earliest Transaction
(Month/Day/Year)
05/30/20144. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)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 Beneficial Ownership (Instr. 4)
Common Stock	05/30/2014		D	368,944	D		
				(A) or (D)	Price		
				Code V Amount			
					\$		
					0.27		
Common Stock	05/30/2014		D	103,168	D		
				(A) or (D)	Price		
				Code V Amount			
					\$		
					0.27		
					0	I	By Performance Enhancement Partners, LLC
							(1)

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.05	05/30/2014		D ⁽²⁾		17,500		01/12/2013	01/11/2021	Common Stock	17,500
Stock Option (Right to Buy)	\$ 0.4	05/30/2014		D ⁽²⁾		21,000		01/01/2014	01/10/2022	Common Stock	21,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COLE PETER G
C/O FREDERICK'S OF HOLLYWOOD GROUP INC.
6255 W. SUNSET BLVD.
HOLLYWOOD, CA US 90028

X

Signatures

/s/ Peter G. Cole 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).

(1) The Reporting Person is the sole member of Performance Enhancement Partners, LLC.

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- 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
- (2) 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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