

AMERICAN APPAREL, INC
Form 4
June 30, 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 *
Standard General L.P.

2. Issuer Name and Ticker or Trading Symbol

AMERICAN APPAREL, INC [APP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

06/26/2014

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

767 FIFTH AVENUE, 12TH FLOOR,

(Street)

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

NEW YORK, NY 10153

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|------------|---|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.0001 ("Common Stock") | 06/26/2014 | | P | | 15,600,000 | A | \$ 0.7172 | 18,600,000 | I | See Footnotes (1) (4) (5) (6) (7) |
| Common Stock | 06/27/2014 | | P | | 8,751,407 | A | \$ 0.8315 | 27,351,407 | I | See Footnotes (2) (4) (5) (6) (7) |
| Common Stock | 06/27/2014 | | S | | 27,351,407 | D | \$ 0.715 | 0 | I | See Footnotes |

| | | | | | | | | | (1) | (2) | (4) | (5) |
|--------------|------------|--|---|-----------|---|-----------|-----------|---|-----|-----|-----|-----------------------------------|
| | | | | | | | | | (6) | (7) | | |
| Common Stock | 06/30/2014 | | P | 1,540,000 | A | \$ 0.9108 | 1,540,000 | I | | | | |
| | | | | | | | | | | | | See Footnotes (3) (4) (5) (6) (7) |

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 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 |
| Security interest in pledged shares | (8) | 06/27/2014 | | J | 74,560,813 | (8) | (8) | Common Stock | 74,560,813 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Standard General L.P. 767 FIFTH AVENUE, 12TH FLOOR NEW YORK, NY 10153 | | X | | |
| Standard General Master Fund L.P. WALKERS SPV LIMITED, WALKER HOUSE MARY STREET GEORGE TOWN, GRAND CAYMAN, E9 KY1-1002 | | X | | |
| P STANDARD GENERAL LTD C/O STANDARD GENERAL L.P. 767 FIFTH AVENUE, 12TH FLOOR NEW YORK, NY 10153 | | X | | |
| | X | X | | |

Kim Soohyung
767 FIFTH AVENUE, 12TH FLOOR
NEW YORK, NY 10153

See
Footnote 3

Signatures

| | |
|---|------------|
| /s/ Standard General L.P. by Soohyung Kim, Chief Executive Officer | 06/30/2014 |
| __Signature of Reporting Person | Date |
| /s/ Standard General Master Fund L.P. by Soohyung Kim, Chief Executive Officer of Standard General L.P., its investment manager | 06/30/2014 |
| __Signature of Reporting Person | Date |
| /s/ P Standard General Ltd. by Soohyung Kim, Chief Executive Officer of Standard General L.P., its investment manager | 06/30/2014 |
| __Signature of Reporting Person | Date |
| /s/ Soohyung Kim | 06/30/2014 |
| __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) Of the securities purchased on June 26, 2014, 11,934,101 shares of Common Stock were purchased for the account of Standard General Master Fund L.P. (the "Master Fund") and 3,665,899 shares of Common Stock were purchased for the account of P Standard General Ltd. ("P Standard General" and, together with the Master Fund, the "Funds"), private investment vehicles for which Standard General L.P. ("Standard General") serves as investment manager. Reported purchase prices include commissions paid.

(2) Of the securities purchased on June 27, 2014, 6,694,883 shares of Common Stock were purchased for the account of the Master Fund and 2,056,524 shares of Common Stock were purchased for the account of P Standard General. Following such transactions, the Funds' Common Stock ownership was as follows: (i) the Master Fund -- 20,924,003 shares; and (ii) P Standard General -- 6,427,404 shares. Reported purchase prices include commissions paid.

(3) The securities purchased on June 30, 2014 are not subject to the Letter Agreement (defined below) and will be held by the respective Funds for their own accounts. Of the securities purchased on June 30, 2014, 1,178,097 shares of Common Stock were purchased for the account of the Master Fund and 361,903 shares of Common Stock were purchased for the account of P Standard General. Following such transactions, the Funds' Common Stock ownership was as follows: (i) the Master Fund -- 22,102,100 shares; and (ii) P Standard General -- 6,789,307 shares. Reported purchase prices include commissions paid.

(4) Standard General exercises voting and investment control over the shares held for the accounts of the Funds. Mr. Kim is a director of the general partner of the general partner of Standard General and Chief Investment Officer of Standard General, and in such capacities may be deemed to indirectly beneficially own the securities reported herein Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its pecuniary interest in such shares, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

(5) As previously disclosed, on June 25, 2014, Standard General, on behalf of funds for which it serves as investment manager (collectively, "SG"), and Dov Charney, the Issuer's Chief Executive Officer, entered into a letter agreement (the "Letter Agreement") that addressed several contemplated transactions (including a sale by SG to Mr. Charney of shares of Common Stock and the grant by Mr. Charney to SG of warrants to acquire such shares and certain additional shares of Common Stock held by him), which the parties agreed, pursuant to the Letter Agreement, to enter into following the occurrence of the Condition Precedent (as defined in the Letter Agreement).

(6) Pursuant to the Letter Agreement, on June 27, 2014 pecuniary interest in respect of the 27,351,407 shares purchased on June 26 and 27 by the Funds transferred to Dov Charney and he became obligated to pay each such fund an amount equal to the lowest price paid by such fund in acquiring any of such shares after the first stock purchase times the number of shares purchased, plus interest in the manner calculated specified in the Letter Agreement. A copy of the Letter Agreement is filed as Exhibit A to Amendment No. 13 to the Schedule 13D filed by Mr. Charney with the Securities and Exchange Commission on June 27, 2014.

(7) As a result of the Letter Agreement, the Reporting Persons and Mr. Charney have formed a "group" within the meaning of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended. Each of the Reporting Persons disclaims beneficial ownership of securities of the Issuer beneficially owned by Mr. Charney, except to the extent of any pecuniary interest that such Reporting Person may have with respect thereto.

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- (8) In connection with the loan to Mr. Charney, referenced in the Letter Agreement, for him to acquire the pecuniary interest in the 27,351,407 shares purchased from the Funds, as reported in Table I, the Funds acquired a security interest in the shares purchased, plus an additional 47,209,406 shares previously owned by Mr. Charney. Pursuant to such security interest, in certain circumstances, the Funds may effect a disposition of the shares pledged as collateral in respect of such loan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.