

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

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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 *
 Rende Thomas

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

(Last) (First) (Middle)

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

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

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

HOLLYWOOD, CA US 90028

(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	05/30/2014			D	290,320	D	\$ 0.27
Common Stock	05/30/2014			D	1,650	D	\$ 0.27

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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
Stock Option (Right to Buy)	\$ 2.9	05/30/2014		D ⁽¹⁾	37,500	12/10/2009	12/09/2014	Common Stock	37,500
Stock Option (Right to Buy)	\$ 2	05/30/2014		D ⁽¹⁾	75,000	10/13/2011	10/12/2016	Common	75,000
Stock Option (Right to Buy)	\$ 3.1	05/30/2014		D ⁽¹⁾	78,750	01/28/2008	01/27/2015	Common	78,750
Stock Option (Right to Buy)	\$ 0.84	05/30/2014		D ⁽¹⁾	100,000	06/01/2013	05/31/2020	Common	100,000
Stock Option (Right to Buy)	\$ 1.05	05/30/2014		D ⁽¹⁾	35,000	01/12/2013	01/11/2021	Common	35,000
Stock Option (Right to Buy)	\$ 0.4	05/30/2014		D ⁽¹⁾	38,500	01/11/2014	01/10/2022	Common	38,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rende Thomas C/O FREDERICK'S OF HOLLYWOOD GROUP INC. 6255 W. SUNSET BLVD. HOLLYWOOD, CA US 90028			Chief Financial Officer	

Signatures

Thomas Rende

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).

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
(1) 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.

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.