

FREDERICK'S OF HOLLYWOOD GROUP INC /NY/
Form 8-K
January 13, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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 11, 2012

FREDERICK'S OF HOLLYWOOD GROUP INC.
(Exact Name of Registrant as Specified in Charter)

New York
(State or Other Jurisdiction
of Incorporation)

001-05893
(Commission
File Number)

13-5651322
(IRS Employer
Identification No.)

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

90028
(Zip Code)

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

(323)

(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 1.01. Entry into a Material Definitive Agreement.

The information contained in Item 5.02 below is incorporated herein by reference.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 11, 2012, Frederick's of Hollywood Group Inc. ("Company") entered into stock option and restricted stock agreements with each of its executive officers and non-employee directors to provide for the following issuances of stock options and restricted stock to such individuals:

| Name | Position | Number of Options | Number of Restricted Shares |
|-------------------|-------------------------|-------------------|-----------------------------|
| Thomas J. Lynch | Chairman and CEO | 87,500 | 37,500 |
| Donald Jones | President | 42,000 | 18,000 |
| Thomas Rende | Chief Financial Officer | 38,500 | 16,500 |
| Peter Cole | Director | 21,000 | 9,000 |
| John L. Eisel | Director | 21,000 | 9,000 |
| William F. Harley | Director | 21,000 | 9,000 |
| Milton J. Walters | Director | 21,000 | 9,000 |

The stock options and restricted stock were issued under the Company's 2010 Long-Term Incentive Equity Plan, and vest in equal annual installments on each of January 11, 2012, 2013 and 2014, provided the respective officer or director continues to remain in his position with the Company at such times. The options have an exercise price of \$0.40 per share (the closing price of the Company's common stock on the grant date) and expire on January 10, 2022.

Item 5.07 Submission of Matters to a Vote of Security Holders

On January 11, 2012, the Company held its Annual Meeting of Shareholders in New York City. At the Annual Meeting, the Company's shareholders voted to elect five directors to serve for the ensuing one-year period and until their successors are elected and qualified. The final voting results were as follows:

| Nominee | Votes For | Votes Withheld |
|-------------------|------------|----------------|
| Peter Cole | 30,612,322 | 514,978 |
| John L. Eisel | 30,761,122 | 366,178 |
| William F. Harley | 30,695,503 | 431,797 |
| Thomas J. Lynch | 30,777,234 | 350,066 |
| Milton J. Walters | 30,816,235 | 311,065 |

Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits:

- *10.1 Form of 2010 Plan Employee Stock Option Agreement (incorporated by reference as Exhibit 10.1 to Form 8-K dated January 12, 2011 and filed on January 14, 2011)
- *10.2 Form of 2010 Plan Non-Employee Director Stock Option Agreement (incorporated by reference as Exhibit 10.1 to Form 8-K dated January 12, 2011 and filed on January 14, 2011)
- *10.3 Form of 2010 Plan Employee Restricted Stock Agreement (incorporated by reference as Exhibit 10.1 to Form 8-K dated January 12, 2011 and filed on January 14, 2011)
- *10.4 Form of 2010 Plan Non-Employee Director Restricted Stock Agreement (incorporated by reference as Exhibit 10.1 to Form 8-K dated January 12, 2011 and filed on January 14, 2011)

*The form of document listed above does not differ in material detail from the current form of each agreement, except with respect to the vesting dates (current form: vest in three equal installments on each of January 11, 2012, 2013 and 2014), option exercise price (current form: \$0.40 per share) and option expiration date (current form: January 10, 2022).

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 13, 2012

FREDERICK'S OF HOLLYWOOD GROUP INC.

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