

INNOVO GROUP INC
Form SC 13D/A
April 28, 2004

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

INNOVO GROUP, INC.
(Name of Issuer)

Common Stock, Par Value \$0.10 Per Share
(Title of Class of Securities)

457954600
(CUSIP Number)

Samuel J. Furrow, Jr.
Innovo Group, Inc.
5804 East Slauson Avenue
Commerce, California 90040
(323) 725-5516

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 2, 2004
(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following page(s)

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- 1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only).
COMMERCE INVESTMENT GROUP, LLC
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
a.
b.
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
Not Applicable
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
California
- | | | |
|---|----|--------------------------|
| | 7 | Sole Voting Power |
| Number of Shares Beneficially Owned By Each Reporting Person With | | 1,837,500 |
| | 8 | Shared Voting Power |
| | | 0 |
| | 9 | Sole Dispositive Power |
| | | 1,837,500 |
| | 10 | Shared Dispositive Power |
| | | 0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
1,837,500
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented By Amount in Row (11)
6.30%
- 14 Type of Reporting Person (See Instructions)
00

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- 1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only).
AZTECA PRODUCTION INTERNATIONAL, INC.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
a.
b.
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
Not Applicable
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
California
- | | | |
|-----------|---|-------------------|
| | 7 | Sole Voting Power |
| Number of | | 3,825,000 |

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Shares
Beneficially Owned By Each Reporting Person With

8	Shared Voting Power	0
9	Sole Dispositive Power	3,825,000
10	Shared Dispositive Power	0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,825,000

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
[X]

13 Percent of Class Represented By Amount in Row (11)
13.12%

14 Type of Reporting Person (See Instructions)
OO

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1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only).
HUBERT GUEZ

2 Check the Appropriate Box if a Member of a Group (See Instructions)

a.	[]
b.	[X]

3 SEC Use Only

4 Source of Funds (See Instructions)
Not Applicable

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
[]

6 Citizenship or Place of Organization
UNITED STATES

7	Sole Voting Power	2,656,828
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Number of Shares

8	Shared Voting Power	0
9	Sole Dispositive Power	2,656,828
10	Shared Dispositive Power	0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,656,828

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
[X]

13 Percent of Class Represented By Amount in Row (11)
9.11%

14 Type of Reporting Person (See Instructions)
IN

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- 1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only).
PAUL GUEZ
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
- a.
b.
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
Not Applicable
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
UNITED STATES
- | | | | |
|---|----|--------------------------|-----------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 7 | Sole Voting Power | 4,765,286 |
| | 8 | Shared Voting Power | 0 |
| | 9 | Sole Dispositive Power | 4,765,286 |
| | 10 | Shared Dispositive Power | 0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
4,765,286
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented By Amount in Row (11)
16.34%
- 14 Type of Reporting Person (See Instructions)
IN

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This Amendment No. 5 to Schedule 13D relates to shares of Common Stock, par value \$0.10 per share (the "Shares") of Innovo Group, Inc. (the "Issuer"). This Amendment No. 5 supplementally amends the initial statement on Schedule 13D, dated November 30, 2000 (the "Initial Statement") and Amendment No. 1 to Schedule 13D, dated July 11, 2003 and filed on October 29, 2003 ("Amendment No. 1"), Amendment No. 2 to Schedule 13D, dated September 18, 2003 and filed on December 18, 2003, ("Amendment No. 2"), Amendment No. 3 to Schedule 13D, dated September 18, 2003 and filed on January 20, 2004 ("Amendment No. 3") and Amendment No. 4 to Schedule 13D, dated March 5, 2004 and filed on March 9, 2004 filed by the Reporting Persons (as defined herein). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Initial Statement. The Initial Statement is supplementally amended as follows.

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Item 2. Identity and Background.

This Statement is being filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Commerce Investment Group, LLC ("Commerce");
- ii) Azteca Production International, Inc. ("Azteca")
- iii) Mr. Hubert Guez ("Mr. Hubert Guez"); and
- iv) Mr. Paul Guez ("Mr. Paul Guez").

This Statement relates to the Shares held for the accounts of Commerce, Azteca, S.H.D. Investments, LLC, a California limited liability company ("SHD"), Integrated Apparel Resources, LLC, a California limited liability company ("Integrated"), and Mr. Hubert Guez.

Item 5. Interest in Securities of the Issuer.

On April 2, 2004, Mr. Paul Guez, on behalf of Commerce, commenced a series of certain sales of Shares of stock of the Issuer. The sale of these Shares resulted in the change in more than 1% of the Shares held by Commerce prior to the commencement of the sales. As a result of these sales and in order to comply with the Securities Exchange Act of 1934, as amended, the Reporting Persons wish to reflect these changes herein. Furthermore, it has come to the attention of the Reporting Persons that there were certain inaccuracies reported in Amendment No. 4. Specifically, the Reporting Persons wish to clarify which person exercises sole voting and investment control over certain Shares which have been issued in separate certificates for voting and investment control purposes and held in separate accounts for the account of Commerce and Azteca by Mr. Hubert Guez and Mr. Paul Guez, respectively.

As a result, the text of Item 5 of Amendment No. 4 is deleted in its entirety and is replaced with the following:

The Reporting Persons have been informed by the Issuer that there were 29,161,350 Shares outstanding as of April 26, 2004.

(a) (i) Commerce may be deemed the beneficial owner of 1,837,500 Shares (approximately 6.30% of the total number of Shares outstanding assuming the exercise of warrants held for its account). This number consists of A) 1,537,500 Shares held for its account, and B) 300,000 Shares issuable upon the exercise of warrants held for its account. Mr. Hubert Guez may be deemed to have the sole power to direct the voting and disposition of the following Shares on behalf of Commerce: A) 707,928 Shares held for the account of Commerce and B) 300,000 Shares issuable upon the exercise of warrants held for the account of Commerce. Mr. Paul Guez may be deemed to have the sole power to direct the voting and disposition of the following Shares on behalf of Commerce: A) 829,572 Shares held for the account of Commerce.

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(ii) Azteca may be deemed the beneficial owner of 3,825,000 Shares (approximately 13.12% of the total number of Shares outstanding). This number consists of A) 1,625,000 Shares held for its account of which Mr. Hubert Guez may be deemed to have the sole power to direct the voting and disposition of such Shares on behalf of Azteca, and B) 2,200,000 Shares held for its account of which Mr. Paul Guez may be deemed to have the sole power to direct the voting and disposition of such Shares on behalf of Azteca.

(iii) Mr. Hubert Guez may be deemed the beneficial owner of 2,656,828 Shares (approximately 9.11% of the total number of Shares outstanding and assuming the exercise of warrants held for the account of Commerce). This number consists of A) 23,900 Shares held for his personal account, B) 707,928 Shares held for the account of Commerce, of which Mr. Hubert Guez may be deemed to have the sole power to direct the voting and disposition of such Shares, C) 300,000 Shares issuable upon the exercise of warrants held for the account of Commerce, of which Mr. Hubert Guez may be deemed to have the sole power to direct the voting and disposition of such Shares, and D) 1,625,000 Shares held for the account of Azteca, of which Mr. Hubert Guez may be deemed to have the sole power to direct the voting and disposition of such Shares.

(iv) Mr. Paul Guez may be deemed the beneficial owner of 4,765,286 Shares (approximately 16.34% of the total number of Shares outstanding). This number consists of A) 285,714 Shares held for the account of SHD, of which Mr. Paul Guez may be deemed to have the sole power to direct the voting and disposition of such Shares, B) 2,200,000 Shares held for the account of Azteca, of which Mr. Paul Guez may be deemed to have the sole power to direct the voting and disposition of such Shares, C) 1,450,000 Shares held for the account of Integrated, of which Mr. Paul Guez may be deemed to have the sole power to direct the voting and disposition of such Shares, and D) 829,572 Shares held for the account of Commerce, of which Mr. Paul Guez may be deemed to have the sole power to direct the voting and disposition of such Shares.

(b) (i) Commerce, through Mr. Hubert Guez, may be deemed to have sole power to direct the voting and disposition of the 1,007,928 Shares held for its account (assuming the exercise of warrants held for the account of Commerce) and through Mr. Paul Guez, may be deemed to have sole power to direct the voting and disposition of the 829,572 Shares held for its account

(ii) Azteca, through Mr. Paul Guez, may be deemed to have sole voting power to direct the voting and disposition of 2,200,000 Shares held for its account and through Mr. Hubert Guez, may be deemed to have the sole voting and disposition of the 1,625,000 Shares held for its account.

(iii) Mr. Hubert Guez may be deemed to have the sole power to direct the voting and disposition of the A) 23,900 Shares held for his personal account, B) 1,007,928 Shares held for the account of Commerce (assuming the exercise of warrants held for the account of Commerce) and C) 1,625,000 Shares held for the account of Azteca.

(iv) Mr. Paul Guez may be deemed to have the sole power to direct the voting and disposition of the A) 2,200,000

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Shares held for the account of Azteca; B) 285,714 Shares held for the account of SHD, C) 1,450,000 Shares held for the account of Integrated, and D) 829,572 Shares held for the account of Commerce.

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(c) The following transactions in Common Stock were effected by Mr. Paul Guez, on behalf of Commerce's Shares that he may deem to have the sole power to direct the voting and disposition of, and are noted below since the most recent filing on Schedule 13D. Except as otherwise stated herein, there have been no transactions effected with respect to the Shares since the date of the last filing on Schedule 13D by any of the Reporting Persons. Immediately prior to the sales of the Shares, Mr. Paul Guez may have been deemed to have the sole power to direct the voting and disposition of 1,061,762 Shares held for the account of Commerce.

Date	Number of Shares	Transaction	Price per Share
4/2/04	22,300	Sale	\$2.45
4/2/04	5,000	Sale	\$2.50
4/2/04	2,000	Sale	\$2.55
4/2/04	1,800	Sale	\$2.46
4/2/04	1,000	Sale	\$2.44
4/2/04	1,000	Sale	\$2.43
4/2/04	400	Sale	\$2.56
4/5/04	23,500	Sale	\$2.42
4/5/04	4,600	Sale	\$2.41
4/5/04	3,800	Sale	\$2.43
4/5/04	700	Sale	\$2.49
4/5/04	100	Sale	\$2.40
4/6/04	15,000	Sale	\$2.40
4/12/04	26,100	Sale	\$2.20
4/12/04	1,600	Sale	\$2.22
4/12/04	6,200	Sale	\$2.21
4/13/04	7,000	Sale	\$2.17
4/13/04	3,000	Sale	\$2.16
4/13/04	1,900	Sale	\$2.15
4/13/04	13,100	Sale	\$2.18
4/14/04	2,200	Sale	\$2.19
4/14/04	1,700	Sale	\$2.20
4/14/04	1,100	Sale	\$2.18
4/20/04	8,400	Sale	\$1.82
4/20/04	17,900	Sale	\$1.83
4/21/04	4,700	Sale	\$1.86
4/21/04	200	Sale	\$1.87
4/22/04	5,000	Sale	\$1.80
4/22/04	5,000	Sale	\$1.79
4/22/04	5,000	Sale	\$1.75
4/26/04	10,000	Sale	\$1.59
4/26/04	13,500	Sale	\$1.52
4/26/04	300	Sale	\$1.51
4/26/04	6,200	Sale	\$1.50
4/26/04	10,000	Sale	\$1.55
4/27/04	890	Sale	\$1.59
TOTAL	232,190		

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(d) (i) The shareholders of Commerce, including Mr. Hubert Guez and Mr. Paul Guez, have the right to participate in the receipt of dividends from, or proceeds from the sales of, the securities held for the account of Commerce in accordance with their ownership interests in Commerce.

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(ii) The shareholders of Azteca, including Mr. Hubert Guez and Mr. Paul Guez, have the right to participate in the receipt of dividends from, or proceeds from the sales of, the securities held for the account of Azteca in accordance with their ownership interests in Azteca.

(iii) The shareholders of Integrated, including Mr. Hubert Guez and Mr. Paul Guez, have the right to participate in the receipt of dividends from, or proceeds from the sales of, the securities held for the account of Integrated in accordance with their ownership interests in Integrated.

(iv) The shareholders of SHD, including Mr. Paul Guez, have the right to participate in the receipt of dividends from, or proceeds from the sales of, the securities held for the account of SHD in accordance with their ownership interests in SHD.

(e) Not Applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Date: April 28, 2004

COMMERCE INVESTMENT GROUP, LLC

By: /s/ Hubert Guez

Hubert Guez
Manager

Date: April 28, 2004

AZTECA PRODUCTION
INTERNATIONAL, INC.

By: /s/ Hubert Guez

Hubert Guez
Joint-owner

Date: April 28, 2004

HUBERT GUEZ

/s/ Hubert Guez

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Hubert Guez

Date: April 28, 2004

PAUL GUEZ

/s/ Paul Guez

Paul Guez