

TTG APPAREL LLC
Form SC 13D
February 18, 2004

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

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)**

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

Movie Star, Inc.

(Name of Issuer)

Common Stock (Par Value \$0.01 Per Share)

(Title of Class of Securities)

624591103

(CUSIP Number)

**TTG Apparel, LLC
Riverview at Purchase
287 Bowman
Purchase, NY 10577
(914) 251-1825
Attn: Manager**

With a copy to:

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Donald E. Figliulo, Esq.
Wildman, Harrold, Allen & Dixon LLP
225 West Wacker Drive, Suite 2800
Chicago, Illinois 60606-1229
(312) 201-2000

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

February 17, 2003

(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 §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).

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CUSIP No. 624591103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
TTG Apparel, LLC
I.R.S. Identification No. 30-0228691
 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)
WC
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
N/A
 6. Citizenship or Place of Organization
Delaware
 7. Sole Voting Power
3,532,644
 8. Shared Voting Power
0
 9. Sole Dispositive Power
3,532,644
 10. Shared Dispositive Power
0
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
11. Aggregate Amount Beneficially Owned by Each Reporting Person
3,532,644
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
22.7%
 14. Type of Reporting Person (See Instructions)
OO

Item 1. Security and Issuer

This initial statement on Schedule 13D (this "Schedule 13D") relates to the Common Stock, Par Value \$0.01 Per Share (the "Common Stock") of Movie Star, Inc., a New York corporation (the "Issuer"). The Issuer's principal executive offices are located at 1115 Broadway, New York, New York 10010.

Item 2. Identity and Background

This Schedule 13D is being filed by TTG Apparel, LLC, a Delaware limited liability company ("TTG"), hereafter referred to as the "Reporting Person".

TTG's principal executive offices are located at Riverview at Purchase, 287 Bowman, Purchase, New York 10577. TTG was formed for the purpose of investing in the Issuer.

The sole controlling person of TTG (the "Covered Person") is Michael T. Tokarz, the Manager of the Reporting Person. The Covered Person is a United States citizen, and his business address is Riverview at Purchase, 287 Bowman, Purchase, New York 10577. The Covered Person is presently principally employed as the Managing Member of The Tokarz Group, LLC, an entity that makes and oversees various investments. The Covered Person directly owns no Common Stock.

During the last five years, neither the Reporting Person nor the Covered Person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order, enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

The aggregate purchase price for the 3,532,644 shares of Common Stock reported herein as having been acquired by TTG is \$6,005,494.80 and was paid with company funds.

Item 4. Purpose of Transaction

The Reporting Person purchased the shares of Common Stock based on its belief that the Common Stock represents an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Person, and the availability of shares of Common Stock at prices that would make the purchase of additional shares of Common Stock desirable, the Reporting Person may endeavor to increase its position in the Issuer through, among other things, the purchase of shares of Common Stock on the open market or in private transactions, on such terms and at such times as the Reporting Person may deem advisable.

(a)-(c), (e)-(j): The Reporting Person may also evaluate various possible alternatives with respect to its investment in the Common Stock, including alternatives intended to increase shareholder value in the Common Stock. Although no course of action has presently been decided upon, the Reporting Person may consider possible courses of action with respect to the Issuer, including some or all of those set forth in clauses (a) through (c) and (e) through (j) of Item 4 of the Schedule 13D form.

(d): Effective as of the closing of the purchase of Common Stock by the Reporting Person, two members of the Issuer's Board of Directors, Mr. Mark M. David and Mr. Gary W. Krat, resigned as directors of the Issuer. Mr. David and members of his family were the sellers of the Common Stock acquired by the Reporting Person. As of the date of this filing, the Reporting Person plans to propose nominees to fill one or both of the vacancies created by such resignations, but has not determined the identity of such nominees.

The Reporting Person intends to review, from time to time, the possible courses of action referred to above and to take such action with respect to the Issuer as it considers desirable in light of the circumstances then prevailing. It also may determine to hold shares of the Common Stock as an investment or to dispose of all or a portion of such shares.

Item 5. Interest in Securities of the Issuer

The information set forth, or incorporated by reference, in Items 4 and 6 is hereby incorporated by reference.

(a) The aggregate percentage of the Common Stock reported owned by the Reporting Person named herein is based upon 15,599,975 shares of Common Stock outstanding, which is the total number of shares of Common Stock outstanding as reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2003.

As of the close of business on February 17, 2004, the Reporting Person owns 3,532,644 shares of Common Stock, constituting approximately 22.7% of the shares of Common Stock outstanding.

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(b) The Reporting Person has the sole power to vote and the sole power to dispose or to direct the disposition of the Common Stock reported for it in this Schedule 13D.

(c) During the past 60 days, the Reporting Person purchased 3,532,644 shares of Common Stock in private transactions as set forth below:

Date	Number of Shares	Price per Share
02/17/04	3,532,644 \$	1.70

Except as set forth above, no other transactions in the Common Stock were effected during the past sixty days by the Reporting Person or the Covered Person.

(d) No other person is known by the Reporting Person to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock beneficially owned by the Reporting Person or the Covered Person.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The information set forth, or incorporated by reference, in Items 4 and 5 is hereby incorporated by reference.

Except as described in this Schedule 13D, neither the Reporting Person nor the Covered Person presently has any other material contracts, arrangements, understandings or relationships (legal or otherwise) with respect to any securities of the Issuer.

Item 7. Material to Be Filed as Exhibits

None

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 17, 2004

Date

TTG Apparel, LLC

/s/ Michael T. Tokarz

Signature

Michael T. Tokarz/Manager

Name/Title