

FREDERICK'S OF HOLLYWOOD GROUP INC /NY/
Form 8-K
May 13, 2010

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): May 12, 2010

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

New York
(State or Other Jurisdiction
of Incorporation)

1-5893
(Commission
File Number)

13-5651322
(IRS Employer
Identification No.)

1115 Broadway, New York, New York
(Address of Principal Executive Offices)

10010
(Zip Code)

Registrant's telephone number, including area code: (212) 798-4700

Not Applicable
(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 5.07

Submission of Matters to a Vote of Security Holders

On May 12, 2010, Frederick's of Hollywood Group Inc. ("Company") held its Annual Meeting of Shareholders in New York City. At the Annual Meeting, the Company's shareholders voted on two proposals. Each proposal was approved pursuant to the following final voting results from the Annual Meeting:

1. To elect six directors to serve for the ensuing one-year period and until their successors are elected and qualified.

| Nominee | Votes For | Votes Withheld |
|-------------------|------------|----------------|
| Peter Cole | 23,649,730 | 321,423 |
| John L. Eisel | 23,843,236 | 127,917 |
| William F. Harley | 23,382,723 | 588,430 |
| Linda LoRe | 23,589,730 | 381,423 |
| Thomas J. Lynch | 23,661,632 | 309,521 |
| Milton J. Walters | 23,838,639 | 132,514 |

2. To approve a proposal to issue an aggregate of approximately 8,664,400 shares of common stock and warrants to purchase 1,500,000 shares of common stock to accounts and funds managed by and/or affiliated with Fursa Alternative Strategies LLC upon (i) exchange of an aggregate of approximately \$14.3 million of principal amount and accrued interest of outstanding Tranche C debt and (ii) conversion of approximately \$8.8 million of Series A preferred stock, including accrued dividends, at an effective price of approximately \$2.66 per share.

| Votes For | Votes Against | Votes Abstain | Broker Non-Vote |
|------------|---------------|---------------|-----------------|
| 23,571,480 | 336,289 | 63,384 | 0 |

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

(c)

Exhibits:

99.1

Press Release, dated May 13, 2010

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: May 13, 2010

FREDERICK'S OF HOLLYWOOD GROUP INC.

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