

AMERICAN APPAREL, INC
Form SC 13D/A
December 09, 2014

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 11)*

American Apparel, Inc.

(Name of Issuer)

Common Stock, par value \$.0001 per share

(Title of Class of Securities)

023850 100

(CUSIP Number)

Jacob Capps
Lion/Hollywood L.L.C.
c/o Lion Capital (Americas) Inc.
100 Wilshire Blvd, Suite 1400
Santa Monica, CA 90401
Tel.: (310) 800-1000

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Paul Cooper
Lion Capital LLP
21 Grosvenor Place
London SW1X 7HF
United Kingdom
Tel.: +44 20 7201 2222

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

December 8, 2014

(Date of Event Which Requires Filing of this Statement)

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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).

CUSIP No. 023850 100

- 1 NAMES OF REPORTING PERSONS
Lion/Hollywood L.L.C.
- 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)
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|---|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| | | 24,511,022.66 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER |
| | | 0 |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 24,511,022.66 |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 0 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
24,511,022.66
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
See Item 5
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
12.3%[†]
- 14 TYPE OF REPORTING PERSON (See Instructions)
OO

[†] The percentage of the class of Common Stock represented by the shares that are subject to this Schedule 13D is based on an aggregate of 199,291,887 shares of Common Stock outstanding (after giving effect to the issuance of the full 24,511,022.66 shares of Common Stock issuable upon exercise of the Lion Warrants) as of November 3, 2014, which figure is based on information set forth in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014 and filed on November 10, 2014.

CUSIP No. 023850 100

- 1 NAMES OF REPORTING PERSONS
Lion Capital Fund II, L.P.
- 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)
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
United Kingdom
- | | | |
|---|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| | | 0 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER |
| | | 24,511,022.66* |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 0 |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 24,511,022.66* |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
24,511,022.66*
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
See Item 5
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
12.3%[†]
- 14 TYPE OF REPORTING PERSON (See Instructions)
PN

* The Reporting Person disclaims beneficial ownership as described under Item 5.

† The percentage of the class of Common Stock represented by the shares that are subject to this Schedule 13D is based on an aggregate of 199,291,887 shares of Common Stock outstanding (after giving effect to the issuance of the full 24,511,022.66 shares of Common Stock issuable upon exercise of the Lion Warrants) as of November 3, 2014, which figure is based on information set forth in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014 and filed on November 10, 2014.

CUSIP No. 023850 100

- 1 NAMES OF REPORTING PERSONS
Lion Capital (Guernsey) II Limited
- 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)
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)
OR 2(e)[]
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Guernsey
- | | | |
|--------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| | | 0 |
| NUMBER OF | 8 | SHARED VOTING POWER |
| SHARES | | |
| BENEFICIALLY | | 24,511,022.66* |
| OWNED BY | 9 | SOLE DISPOSITIVE POWER |
| EACH | | 0 |
| REPORTING | 10 | SHARED DISPOSITIVE POWER |
| PERSON WITH | | |
| | | 24,511,022.66* |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
24,511,022.66*
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See
Instructions)[X]
See Item 5
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
12.3%†
- 14 TYPE OF REPORTING PERSON (See Instructions)
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CUSIP No. 023850 100

- 1 NAMES OF REPORTING PERSONS
Lion Capital Fund II B, L.P.
- 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)
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)
OR 2(e)[]
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
United Kingdom
- | | | |
|--------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| | | 0 |
| NUMBER OF | 8 | SHARED VOTING POWER |
| SHARES | | |
| BENEFICIALLY | | 24,511,022.66* |
| OWNED BY | 9 | SOLE DISPOSITIVE POWER |
| EACH | | 0 |
| REPORTING | 10 | SHARED DISPOSITIVE POWER |
| PERSON WITH | | |
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See Item 5
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CUSIP No. 023850 100

- 1 NAMES OF REPORTING PERSONS
Lion Capital Fund II SBS, L.P.
- 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)
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)
OR 2(e)[]
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
United Kingdom
- | | | |
|--------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| | | 0 |
| NUMBER OF | 8 | SHARED VOTING POWER |
| SHARES | | |
| BENEFICIALLY | | 24,511,022.66* |
| OWNED BY | 9 | SOLE DISPOSITIVE POWER |
| EACH | | 0 |
| REPORTING | 10 | SHARED DISPOSITIVE POWER |
| PERSON WITH | | |
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See Item 5
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CUSIP No. 023850 100

- 1 NAMES OF REPORTING PERSONS
Lion Capital LLP
- 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)
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)
OR 2(e)[]
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
United Kingdom
- | | | |
|----------------------------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| | | 24,511,022.66* |
| NUMBER OF
SHARES | 8 | SHARED VOTING POWER |
| BENEFICIALLY
OWNED BY
EACH | 9 | 0 |
| REPORTING
PERSON WITH | 10 | SOLE DISPOSITIVE POWER |
| | | 24,511,022.66* |
| | | SHARED DISPOSITIVE POWER |
| | | 0 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
24,511,022.66*
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Instructions)[X]
See Item 5
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12.3%†
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CUSIP No. 023850 100

1 NAMES OF REPORTING PERSONS

Lyndon Lea

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)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d) OR 2(e) []