Mani Simon Form 4 August 20, 2009

### FORM 4

### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

0.5

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

Estimated average burden hours per response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

Common

Stock

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading Mani Simon

Symbol

Issuer

TARRANT APPAREL GROUP

[TAGS]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Middle)

3. Date of Earliest Transaction (Month/Day/Year) 08/20/2009

X\_ Director 10% Owner Other (specify Officer (give title

C/O TARRANT APPAREL GROUP, 801 S. FIGUEROA STREET, SUITE 2500

(First)

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

LOS ANGELES, CA 90017

08/20/2009

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities (Instr. 3) (Instr. 3, 4 and 5) Beneficially Code (Month/Day/Year) (Instr. 8) Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) or (Instr. 3 and 4) Code V (D) Price Amount

\$ D 15,000 D D (1) 0.85

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 1.84	08/20/2009		D	4,000	(2)	06/19/2016	Common Stock	4,000
Option to Purchase Common Stock	\$ 1.92	08/20/2009		D	20,000	<u>(4)</u>	12/15/2014	Common Stock	20,000

## **Reporting Owners**

Reporting Owner Name / Address	Keiationsnips				
	Director	10% Owner	Officer	Other	

Mani Simon C/O TARRANT APPAREL GROUP 801 S. FIGUEROA STREET, SUITE 2500 LOS ANGELES, CA 90017



# **Signatures**

/s/ Simon Mani 08/20/2009

\*\*Signature of Date
Reporting Person

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Disposed of in connection with the merger of Tarrant Apparel Group with Sunrise Merger Company effective August 20, 2009 (the "Merger"), pursuant to the Agreement and Plan of Merger dated as of February 26, 2009, as subsequently amended on June 26, 2009, among Tarrant Apparel Group, Sunrise Merger Company and Sunrise Acquisition Company, LLC. In connection with the Merger, the shares listed were exchanged for the right to receive \$0.85 per share in cash.
- (2) The option vested and was to vest in four equal installments of 1,000 shares on each of June 19, 2007, June 19, 2008, June 19, 2009 and June 19, 2010.
- (3) The option was cancelled in the Merger for no consideration.
- (4) The option vested and became exercisable in four installments of 5,000 shares on each of December 15, 2005, December 15, 2006, December 15, 2007 and December 15, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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