

AMERICAN APPAREL, INC
 Form 3
 February 16, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Coliseum Capital Management, LLC | | (Month/Day/Year) | AMERICAN APPAREL, INC [APP] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | |
| METRO CENTER,Â 1 STATION PLACE, 7TH FLOOR SOUTH | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| STAMFORD,Â CTÂ 06902 | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Units | 1,512,901 | I | See footnotes (1) (2) |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|---|-----------------------------|
| Minority Equityholder Notes Claims | 02/05/2016 | 03/07/2016 | Units | 11,684 | \$ 10 | I | See footnote ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Coliseum Capital Management, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902 | â X | â X | â | â |
| Shackelton Christopher S METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902 | â X | â X | â | â |
| Coliseum Capital, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902 | â X | â X | â | â |
| COLISEUM CAPITAL PARTNERS, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902 | â X | â X | â | â |
| Coliseum Capital Partners II, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902 | â X | â X | â | â |
| Gray Adam METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902 | â X | â X | â | â |

Signatures

| | |
|---|------------|
| Coliseum Capital Management, LLC, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact | 02/16/2016 |
| **Signature of Reporting Person | Date |
| Coliseum Capital, LLC, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact | 02/16/2016 |
| **Signature of Reporting Person | Date |
| Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact | 02/16/2016 |

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| | |
|---|------------|
| __Signature of Reporting Person | Date |
| Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact | 02/16/2016 |
| __Signature of Reporting Person | Date |
| Christopher Shackelton, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact | 02/16/2016 |
| __Signature of Reporting Person | Date |
| Adam Gray, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact | 02/16/2016 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
 These securities were issued in connection with Joint Plan of Reorganization (the "Plan") of American Apparel, Inc. et al. These securities are directly held as follows: (a) 924,715 Units by Coliseum Capital Partners, L.P., an investment limited partnership ("CCP"), of which Coliseum Capital, LLC, a Delaware limited liability company ("CC"), is general partner and for which Coliseum Capital Management, LLC, a Delaware limited liability company ("CCM"), serves as investment adviser, (b) 212,710 Units by Coliseum Capital Partners II, L.P., an investment limited partnership ("CCP2"), of which CC is general partner and for which CCM serves as investment adviser, and (c) 375,476 Units by a separate account investment advisory client of CCM (the "Separate Account").
- (1) Christopher Shackelton ("Shackelton") and Adam Gray ("Gray") are managers of and have an ownership interest in each of CCM and CC. Each of Shackelton, Gray, CCP, CCP2, the Separate Account, CC and CCM disclaims beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.
- (2) Pursuant to the Plan and related agreements, holders of Minority Equityholder Notes Claims may convert those claims into Units at \$10 per Unit until March 7, 2016. These securities are directly held by CCP, CCP2 and the Separate Account. Following the transactions reported herein, CCP, CCP2 and the Separate Account may convert their Minority Equityholder Notes Claims into 7,071, 1,803 and 2,810 Units, respectively.
- (3)

Â
Remarks:

GrayÂ isÂ aÂ directorÂ ofÂ theÂ Issuer.Â AsÂ aÂ result,Â theÂ followingÂ personsÂ mayÂ beÂ deemedÂ directorsÂ byÂ

- ExhibitÂ List
 ExhibitÂ 24.1Â -Â PowerÂ ofÂ Attorney
 ExhibitÂ 24.2Â -Â PowerÂ ofÂ Attorney
 ExhibitÂ 24.3Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.