

FREDERICK'S OF HOLLYWOOD GROUP INC /NY/  
Form 8-K  
January 14, 2011

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): January 12, 2011

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

|  |                                       |  |
|--|---------------------------------------|--|
| New York<br>(State or Other Jurisdiction<br>of Incorporation)                    | 1-5893<br>(Commission<br>File Number) | 13-5651322<br>(IRS Employer<br>Identification No.) |
| 6255 Sunset Boulevard, Hollywood, CA<br>(Address of Principal Executive Offices) |                                       | 90028<br>(Zip Code)                                |

Registrant's telephone number, including area code: (323) 466-5151

180 Madison Avenue, New York, NY 10016  
(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 1.01. Entry into a Material Definitive Agreement.

The information contained in Item 5.02 below is incorporated herein by reference.

## Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 12, 2011, Frederick's of Hollywood Group Inc. ("Company") entered into stock option and restricted stock agreements with each of its executive officers and non-employee directors to provide for the following issuances of options and shares to such individuals:

| Name              | Position                | Number of Options | Number of Restricted Shares |
|-------------------|-------------------------|-------------------|-----------------------------|
| Thomas J. Lynch   | Chairman and CEO        | 84,000            | 36,000                      |
| Linda LoRe        | President               | 42,000            | 18,000                      |
| Thomas Rende      | Chief Financial Officer | 35,000            | 15,000                      |
| Peter Cole        | Director                | 17,500            | 7,500                       |
| John L. Eisel     | Director                | 17,500            | 7,500                       |
| William F. Harley | Director                | 17,500            | 7,500                       |
| Milton J. Walters | Director                | 17,500            | 7,500                       |

The options and shares of restricted stock were issued under the Company's 2010 Long-Term Incentive Equity Plan that was approved at the Company's Annual Meeting of Shareholders held on January 12, 2011. The options and shares of restricted stock vest in equal annual installments on each of January 12, 2011, 2012 and 2013, provided the respective officer or director continues to remain in his or her position with the Company at such times. The options have an exercise price of \$1.05 per share and expire on January 11, 2021.

## Item 5.07 Submission of Matters to a Vote of Security Holders

On January 12, 2011, the 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        | 31,406,358 | 685,701        |
| John L. Eisel     | 31,647,348 | 444,711        |
| William F. Harley | 31,656,439 | 435,620        |

| Nominee           | Votes For  | Votes Withheld |
|-------------------|------------|----------------|
| Linda LoRe        | 31,488,491 | 603,568        |
| Thomas J. Lynch   | 31,488,408 | 603,651        |
| Milton J. Walters | 31,702,101 | 389,958        |

2. To approve the Company's 2010 Long-Term Incentive Equity Plan.

| Votes For  | Votes Against | Votes Abstain | Broker Non-Vote |
|------------|---------------|---------------|-----------------|
| 29,916,684 | 1,103,256     | 1,072,119     | 0               |

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

(c) Exhibits:

|      |   |
|------|---|
| 10.1 | Form of Stock Option Agreement for Employees                  |
| 10.2 | Form of Stock Option Agreement for Non-Employee Directors     |
| 10.3 | Form of Restricted Stock Agreement for Employees              |
| 10.4 | Form of Restricted Stock Agreement for Non-Employee Directors |

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: January 14, 2011

FREDERICK'S OF HOLLYWOOD GROUP INC.

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