

JOE'S JEANS INC.  
Form 8-K  
September 16, 2009

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

**Date of Report: September 15, 2009**  
**(Date of earliest event reported)**

**Joe's Jeans Inc.**  
**(Exact name of registrant as specified in its charter)**

**CA**  
**(State or other jurisdiction**  
**of incorporation) 0-18926**

**(Commission File Number) 11-2928178**  
**(IRS Employer**  
**Identification Number)**

**5901 S Eastern Ave**  
**(Address of principal executive offices) 90040**  
**(Zip Code)**

**323.837.3712**  
**(Registrant's telephone number, including area code)**

**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:

- 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))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

Joe's Jeans Inc. (the "Company") received a letter from The Nasdaq Stock Market Inc. ("Nasdaq") on September 15, 2009, notifying it of its failure to maintain a minimum closing bid price of \$1.00 over the then preceding 30 consecutive trading days for its common stock as required by Nasdaq Marketplace Rule 5550(a)(2) (the "Rule"). The letter stated that the Company had until March 15, 2010 to demonstrate compliance by maintaining a minimum closing bid price of at least \$1.00 for a minimum of 10 consecutive trading days. The Nasdaq letter was issued in accordance with standard Nasdaq procedures.

If the Company does not regain compliance with the Bid Price Rule by March 15, 2010, Nasdaq will determine whether the Company meets The Nasdaq Capital Market initial listing criteria except for the bid price requirement. If it meets the initial listing criteria, Nasdaq will notify the Company that it has been granted an additional 180 calendar day compliance period. If the Company is not eligible for an additional compliance period, Nasdaq will provide the Company with written notification that its common stock will be delisted. At that time, the Company may appeal Nasdaq's determination to delist its common stock to the Listings Qualifications Panel.

A copy of the press release issued by the Company on September 16, 2009 announcing the receipt of this letter from Nasdaq is filed herewith as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

**(a) Financial statements:**

None

**(b) Pro forma financial information:**

None

**(c) Shell company transactions:**

None

**(d) Exhibits**

99.1 Press Release of Joe's Jeans Inc. dated September 16, 2009

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**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: September 16, 2009

**JOE'S JEANS INC.**

By: /s/ Marc Crossman

Marc Crossman

*President & CEO*

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**Exhibit Index** **Exhibit No.** **Description** 99.1 Press Release of Joe's Jeans Inc. dated September 16, 2009