

AMERICAN APPAREL, INC

Form 3

February 16, 2016

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *Â Coliseum Capital
Management, LLC

(Last) (First) (Middle)

METRO CENTER,Â 1
STATION PLACE, 7TH FLOOR
SOUTH

(Street)

STAMFORD,Â CTÂ 06902

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
02/05/20163. Issuer Name **and** Ticker or Trading Symbol
AMERICAN APPAREL, INC [APP]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☐ Form filed by One Reporting
Person
☒ Form filed by More than One
Reporting Person**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 Security4. Conversion
or Exercise5. Ownership
Form of6. 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	^ X	^ X	^	^
Shackelton Christopher S METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902	^ X	^ X	^	^
Coliseum Capital, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902	^ X	^ X	^	^
COLISEUM CAPITAL PARTNERS, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902	^ X	^ X	^	^
Coliseum Capital Partners II, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902	^ X	^ X	^	^
Gray Adam METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902	^ X	^ X	^	^

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).

(1) 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").

(2) 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.

(3) 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.

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Remarks:

Gray is a director of the Issuer. As a result, the following persons may be deemed directors by

Exhibit List

Exhibit 24.1 - Power of Attorney

Exhibit 24.2 - Power of Attorney

Exhibit 24.3 - Power of Attorney

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

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