

AMERICAN APPAREL, INC  
 Form 4  
 April 01, 2015

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
**GRAYSON CHELSEA A**

(Last) (First) (Middle)

**C/O AMERICAN APPAREL,  
 INC., 747 WAREHOUSE STREET**

(Street)

**LOS ANGELES, CA 90021**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

**AMERICAN APPAREL, INC [APP]**

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

**03/30/2015**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

GC, EVP & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)  | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock, \$0.0001 par value | 03/30/2015                           |  | A                              |   | 200,000   | A  | \$ 0                              |
|                                  |                                      |  |                                |   | 200,000   | D  |                                   |

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

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SEC 1474 (9-02)

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

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative 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 |
| Stock Options (right to buy)               | \$ 0.71  | 03/30/2015                           |  | A                              | 150,000   | (1) 03/30/2025   |   | Common Stock, \$0.0001 par value | 150,000                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| GRAYSON CHELSEA A<br>C/O AMERICAN APPAREL, INC.<br>747 WAREHOUSE STREET<br>LOS ANGELES, CA 90021 |               |           | GC, EVP & Secretary |       |

## Signatures

/s/ Eva D'Ambrosio, attorney-in-fact for Chelsea A. Grayson  
 04/01/2015  
 \*\*Signature of Reporting Person Date

## 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).
- Subject to continuous service, 1/3 of the shares subject to the option will vest on the first anniversary of the date of grant, and 1/36 of the
- (1) total number of the shares subject to the option will vest each month thereafter, subject to acceleration of vesting on an involuntary termination in connection with a change in control.

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.