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INNOVO GROUP INC
Form S-8 POS
April 30, 2003

As filed with the Securities and Exchange Commission on April 30, 2003,
Registration No. 333-102580

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1
TO FORM S-8
Registration Statement under the Securities Act of 1933

INNOVO GROUP INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

11-2928178
(I.R.S. employer
identification number)

5900 S. Eastern Ave., Suite 104
Commerce, CA 90040
(Address, including zip code, of principal executive offices)

2000 Employee Stock Incentive Plan
and
2000 Director Stock Incentive Plan
(Full titles of the plans)

Samuel J. Furrow, Jr.
Chief Executive Officer
Innovo Group Inc.
5900 S. Eastern Ave., Suite 104
Commerce, CA 90040

(Name, address and telephone number, including area code, of
agent for service)

With copies to:

Bruce S. Mendelsohn, Esq.
Akin Gump Strauss Hauer & Feld LLP
1333 New Hampshire Ave., NW
Washington, DC 20036
(202) 887-4000
Fax: (202) 887-4288

(Telephone number, including area code, of agent for service)

DEREGISTRATION OF SECURITIES

On January 17, 2003, Innovo Group Inc., a Delaware corporation (the "Registrant"), filed a registration statement on Form S-8 (Reg. No. 333-102580) for the purpose of registering 1,500,000 shares of common stock, par value \$0.10 per share, of

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the Registrant to be offered or sold pursuant to the Innovo Group Inc. 2000 Employee Stock Incentive Plan, as amended (the "Employee Plan"), and the Innovo Group Inc. 2000 Director Stock Incentive Plan, as amended (the "Director Plan"). The Employee Plan and the Director Plan are collectively referred to herein as the "Plans". The registration statement on Form S-8 also inadvertently sought to register 650,000 shares of common stock issuable upon exercise of non-qualified employee stock options issued outside of the Plans to Samuel J. Furrow, Jr. and Patricia Anderson-Lasko, executives of the Registrant (the "Executive Option Shares"). The Registrant has issued options to acquire 650,000 shares of its common stock to its executives Furrow and Anderson-Lasko, but such options are for shares of common stock issued pursuant to the Employee Plan.

The Registrant is filing this post-effective amendment to deregister the 650,000 Executive Option Shares and to amend and correct Item 1 of the Form S-8 with respect to the number of shares registered under the Plans and to delete any reference to the Executive Option Shares, which are being deregistered. For convenience of the reader, this post-effective amendment amends and restates in its entirety Item 1 of the Form S-8. This amendment does not amend any other information previously filed in the Form S-8.

Item 1. Plan Information.

The Registration Statement relates to the registration of 1,500,000 shares of common stock, par value \$0.10 per share, of the Registrant to be offered or sold pursuant to the Plans. The documents containing information specified in the instructions to part I of Form S-8 will be sent or given to the employees participating in the Plans as specified by Rule 428(b)(1) of Regulation C under the Securities Act of 1933, as amended (the "Securities Act"). Those documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act of 1933, as amended.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Commerce, State of California, on the 30th day of April, 2003.

INNOVO GROUP INC.

By: /s/ Samuel J. Furrow, Jr.

Samuel J. Furrow, Jr.
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment has been signed by the following persons in the capacities and on the dates indicated.

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Name	Title	Date
/s/ Samuel J. Furrow, Jr. ----- Samuel J. Furrow, Jr.	Chief Executive Officer, Chief Operating Officer and Director; Principal Executive Officer	April 30, 2003
* ----- Patricia Anderson-Lasko	President and Director	April 30, 2003
/s/ Marc B. Crossman ----- Marc B. Crossman	Chief Financial Officer and Director	April 30, 2003
* ----- Samuel J. Furrow	Chairman of the Board and Director	April 30, 2003
* ----- Daniel Page	Director	April 30, 2003
* ----- Dr. John Looney	Director	April 30, 2003
/s/ Suhail Rizvi ----- Suhail Rizvi	Director	April 30, 2003

*By: /s/ Samuel J. Furrow, Jr.

Samuel J. Furrow, Jr.
Attorney-in-Fact