

Mani Simon  
Form 4  
August 20, 2009

**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 \*  
Mani Simon

2. Issuer Name and Ticker or Trading Symbol  
TARRANT APPAREL GROUP [TAGS]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
C/O TARRANT APPAREL GROUP, 801 S. FIGUEROA STREET, SUITE 2500  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/20/2009

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

LOS ANGELES, CA 90017  
(City) (State) (Zip)

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

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 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)
				(A) or (D)	Price		
			Code	V	Amount	(D)	
Common Stock	08/20/2009		D		15,000	D	
					\$ 0.85		

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

**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.**

SEC 1474 (9-02)

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option to Purchase Common Stock	\$ 1.84	08/20/2009		D	4,000	(2)	06/19/2016	Common Stock	4,000
Option to Purchase Common Stock	\$ 1.92	08/20/2009		D	20,000	(4)	12/15/2014	Common Stock	20,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Mani Simon  
 C/O TARRANT APPAREL GROUP  
 801 S. FIGUEROA STREET, SUITE 2500  
 LOS ANGELES, CA 90017

X

## Signatures

/s/ Mani Simon                      08/20/2009

\_\_Signature of                      Date  
 Reporting Person

## 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).
- (1) Disposed of in connection with the merger of Tarrant Apparel Group with Sunrise Merger Company effective August 20, 2009 (the "Merger"), pursuant to the Agreement and Plan of Merger dated as of February 26, 2009, as subsequently amended on June 26, 2009, among Tarrant Apparel Group, Sunrise Merger Company and Sunrise Acquisition Company, LLC. In connection with the Merger, the shares listed were exchanged for the right to receive \$0.85 per share in cash.
- (2) The option vested and was to vest in four equal installments of 1,000 shares on each of June 19, 2007, June 19, 2008, June 19, 2009 and June 19, 2010.
- (3) The option was cancelled in the Merger for no consideration.
- (4) The option vested and became exercisable in four installments of 5,000 shares on each of December 15, 2005, December 15, 2006, December 15, 2007 and December 15, 2008.

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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