

Darwent Robert
Form 3
March 23, 2009

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

OMB APPROVAL

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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 Lion/Hollywood L.L.C.
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
03/13/2009

3. Issuer Name and Ticker or Trading Symbol
AMERICAN APPAREL, INC [APP]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

C/O LION CAPITAL
(AMERICAS) INC.,Â 888
SEVENTH AVENUE

(Street)

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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)

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

SEC 1473 (7-02)

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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 Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Date Exercisable

Expiration Date

Title

Amount or Number of

				Shares		or Indirect (1) (Instr. 5)
Warrant to purchase shares of Common Stock (right to buy) <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	03/13/2009	03/13/2016	Common Stock	16,000,000 <u>(6)</u>	\$ 2 <u>(7)</u>	D <u>(8)</u> <u>(9)</u> <u>Â</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lion/Hollywood L.L.C. C/O LION CAPITAL (AMERICAS) INC. 888 SEVENTH AVENUE NEW YORK, NY 10019	Â	Â X	Â	Â
Lion Capital LLP 21 GROSVENOR PLACE LONDON, X0 SW1X 7HF	Â	Â X	Â	Â
Lion Capital General Partner II LLP 21 GROSVENOR PLACE LONDON, X0 SW1X 7HF	Â	Â X	Â	Â
LION CAPITAL FUND II L P 21 GROSVENOR PLACE LONDON, X0 SW1X 7HF	Â	Â X	Â	Â
LION CAPITAL FUND II B L P 21 GROSVENOR PLACE LONDON, X0 SW1X 7HF	Â	Â X	Â	Â
LION CAPITAL FUND II SBS LP 21 GROSVENOR PLACE LONDON, X0 SW1X 7HF	Â	Â X	Â	Â
Lea Lyndon 21 GROSVENOR PLACE LONDON, X0 SW1X 7HF	Â	Â X	Â	Â
Richardson Neil 21 GROSVENOR PLACE LONDON, X0 SW1X 7HF	Â	Â X	Â	Â
Darwent Robert 21 GROSVENOR PLACE LONDON, X0 SW1X 7HF	Â	Â X	Â	Â

Signatures

LION/HOLLYWOOD L.L.C., /s/ Jacob Capps, President

03/23/2009

 Signature of Reporting Person

Date

(See signatures of other Reporting Persons on the attached Exhibit 99.1)

03/23/2009

__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) This Form 3 is filed on behalf of Lion/Hollywood L.L.C. ("Lion/Hollywood"), Lion Capital Fund II, L.P. ("LCFII"), Lion Capital Fund II B, L.P. ("LCFIIB"), Lion Capital Fund II SBS, L.P. ("LCFIISBS"), Lion Capital General Partner II LLP ("Lion Capital GPII"), Lion Capital LLP ("Lion Capital"), Mr. Lyndon Lea, Mr. Neil Richardson and Mr. Robert Darwent. LCFII, LCFIIB and LCFIISBS are the sole members of Lion/Hollywood. Lion Capital GPII is the sole general partner of LCFII, LCFIIB and LCFIISBS. Lion Capital is the manager of each of Lion Capital GPII, LCFII, LCFIIB and LCFIISBS. Messrs. Lea, Richardson and Darwent are founding and designated members of Lion Capital.

(2) As the sole members of Lion/Hollywood, LCFII, LCFIIB and LCFIISBS may be deemed to be the indirect beneficial owners of any securities beneficially owned or deemed to be beneficially owned by Lion/Hollywood. However, pursuant to Rule 16a-1(a)(4) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each of LCFII, LCFIIB and LCFIISBS disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest therein.

(3) As the sole general partner of each of LCFII, LCFIIB and LCFIISBS, Lion Capital GPII may be deemed to be the indirect beneficial owner of any securities deemed to be beneficially owned by LCFII, LCFIIB and LCFIISBS. However, pursuant to Rule 16a-1(a)(4) promulgated under the Exchange Act, Lion Capital GPII disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest therein.

(4) As the manager of each of Lion Capital GPII, LCFII, LCFIIB and LCFIISBS, Lion Capital may be deemed to be the indirect beneficial owner of any securities deemed to be beneficially owned by Lion Capital GPII, LCFII, LCFIIB and LCFIISBS. However, pursuant to Rule 16a-1(a)(4) promulgated under the Exchange Act, Lion Capital disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest therein.

(5) As the founding and designated members of Lion Capital, Messrs. Lea, Richardson and Darwent may be deemed to beneficially own any securities deemed to be beneficially owned by Lion Capital. However, pursuant to Rule 16a-1(a)(4) promulgated under the Exchange Act, each of Messrs. Lea, Richardson and Darwent disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

(6) Number of shares of Common Stock, par value \$.0001 per share ("Common Stock") of the Issuer, issuable upon exercise of the Warrant to purchase shares of Common Stock (the "Warrant") as of the date of this filing. The number of shares of Common Stock issuable upon exercise of the Warrant is subject to anti-dilution adjustment pursuant to the terms of the Warrant.

(7) Exercise price as of the date of this filing. The exercise price is subject to anti-dilution adjustment pursuant to the terms of the Warrant.

(8) The Warrant is directly owned by Lion/Hollywood. LCFII, LCFIIB and LCFIISBS are the sole members of Lion/Hollywood. Lion Capital GPII is the sole general partner of LCFII, LCFIIB and LCFIISBS. Lion Capital is the manager of each of Lion Capital GPII, LCFII, LCFIIB and LCFIISBS. Messrs. Lea, Richardson and Darwent are founding and designated members of Lion Capital. As noted in footnotes (1) through (5), LCFII, LCFIIB, LCFIISBS, Lion Capital GPII, Lion Capital and Messrs. Lea, Richardson and Darwent may each be deemed to have indirect beneficial ownership of any securities beneficially owned or deemed to be beneficially owned by Lion/Hollywood.

(9) This Form 3 shall not be deemed an admission that any Reporting Person or any other person referred to herein is a beneficial owner of any shares of Common Stock for purposes of Section 16 of the Exchange Act or for any other purpose or that any Reporting Person or other person (other than Lion/Hollywood) has an obligation to file this Form 3.

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Remarks:

Exhibit 99.1 - Joint Filer Information

Exhibit 99.2 - Power of Attorney appointing Janet Dunlop as attorney-in-fact for Lyndon Lea

Exhibit 99.3 - Power of Attorney appointing Janet Dunlop as attorney-in-fact for Neil Richardson

Exhibit 99.4 - Power of Attorney appointing Janet Dunlop as attorney-in-fact for Robert Darwent

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.