



6255 Sunset Boulevard  
Hollywood, California 90028

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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JANUARY 11, 2012**

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TO THE SHAREHOLDERS OF FREDERICK'S OF HOLLYWOOD GROUP INC.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of Frederick's of Hollywood Group Inc., a New York corporation, will be held at 10:00 a.m. Eastern Time on Wednesday, January 11, 2012, at Club 101 on the Main Floor at 101 Park Avenue, New York, New York. You are cordially invited to attend the meeting, which will be held for the following purposes:

1. To elect five directors to serve for the ensuing one-year period and until their successors are elected and qualified.
2. To transact such other business as may properly come before the meeting and any and all postponements or adjournments.

These items of business are described in more detail in this proxy statement, which we encourage you to read in its entirety before voting. Only shareholders of record at the close of business on November 14, 2011 are entitled to notice of, and to vote at, the meeting and any postponements or adjournments thereof.

All shareholders are cordially invited to attend the meeting in person. However, to ensure your representation at the meeting, you are urged to complete, sign, date and return the enclosed proxy card as soon as possible. Returning your proxy card will not affect your right to vote in person if you attend the meeting. You may revoke your proxy if you so desire at any time before it is voted. If your shares are held in an account at a brokerage firm or bank, you must instruct your broker or bank on how to vote your shares.

**Your vote is important regardless of the number of shares you own. Whether you plan to attend the meeting or not, please complete, sign, date and return the enclosed proxy card as soon as possible in the envelope provided.**

**Important Notice Regarding the Availability of  
Proxy Materials for the Annual Meeting of Shareholders to be held on January 11, 2012**

Our proxy statement is attached. Financial and other information concerning our company is contained in our Annual Report to Shareholders for the year ended July 30, 2011 ("annual report"). Pursuant to rules promulgated by the Securities and Exchange Commission, or SEC, we have elected to provide access to our proxy materials both by sending you this full set of proxy materials, including the proxy statement, annual report and a proxy card, and by notifying you of the availability of these proxy materials on the Internet. This proxy statement and our annual report are available on our corporate website at [www.fohgroup.com](http://www.fohgroup.com).

By Order of the Board of Directors

Thomas Rende, Secretary

Hollywood, California  
November 28, 2011

# FREDERICK'S OF HOLLYWOOD GROUP INC.

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## PROXY STATEMENT

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### GENERAL INFORMATION

This proxy statement and the enclosed proxy card are furnished in connection with the solicitation of proxies by the board of directors of Frederick's of Hollywood Group Inc. (referred to as the "Company," "we" or "us"), a New York corporation, for use at the Annual Meeting of Shareholders ("Annual Meeting") to be held at 10:00 a.m. Eastern Time on Wednesday, January 11, 2012, at Club 101 on the Main Floor at 101 Park Avenue, New York, New York.

This proxy statement and the enclosed proxy card, together with the Annual Report to Shareholders for the year ended July 30, 2011 ("annual report"), are first being mailed on or about November 28, 2011, to shareholders of record on November 14, 2011.

### What matters am I voting on?

You are being asked to vote on the following matters:

- The election of five directors to serve for the ensuing one-year period and until their successors are elected and qualified – we refer to this proposal as the "director election proposal"; and
- To transact such other business as may properly come before the Annual Meeting and any and all postponements or adjournments.

### Who is entitled to vote?

Persons who were holders of our common stock as of the close of business on November 14, 2011, the record date, are entitled to vote at the Annual Meeting. As of November 14, 2011, we had issued and outstanding 38,762,491 shares of common stock, par value \$0.01 per share, our only class of voting securities outstanding. Each holder of our common stock is entitled to one vote for each share held on the record date.

### What is the effect of giving a proxy?

Proxies in the form enclosed are solicited by and on behalf of our board of directors. The persons named in the proxy card have been designated as proxies by our board of directors. If you sign and return the proxy card in accordance with the procedures set forth in this proxy statement, the persons designated as proxies by the board will vote your shares at the Annual Meeting as specified in your proxy card.

If you sign and return your proxy card in accordance with the procedures set forth in this proxy statement but you do not provide any instructions as to how your shares should be voted, your shares will be voted "FOR" the election of the nominees listed below under the director election proposal. If you give your proxy, your shares also will be voted in the discretion of the proxies named on the proxy card with respect to any other matters properly brought before the Annual Meeting and any postponements or adjournments. If any other matters are properly presented at the Annual Meeting for action, the persons named in the proxy card will vote the proxies in accordance with their best judgment.

### May I change my vote after I return my proxy card?

Yes. Any proxy given pursuant to this solicitation may be revoked by you at any time before it is exercised. You may effectively revoke your proxy by:

- delivering written notification of your revocation to the Corporate Secretary of Frederick's of Hollywood Group Inc.;
- voting in person at the Annual Meeting; or
- delivering another proxy bearing a later date.

Please note that your attendance at the Annual Meeting will not alone serve to revoke your proxy.

## **What is a quorum?**

A quorum is the minimum number of shares required to be present at the Annual Meeting for it to be properly held under our bylaws and New York law. The presence, in person or by proxy, of a majority of the votes entitled to be cast at the Annual Meeting will constitute a quorum at the meeting. A proxy submitted by a shareholder may indicate that all or a portion of the shares represented by the proxy are not being voted (“shareholder withholding”) with respect to a particular matter. Similarly, a broker may not be permitted to vote stock (“broker non-vote”) held in street name on a particular matter in the absence of instructions from the beneficial owner of the stock. The shares subject to a proxy which are not being voted on a particular matter because of either shareholder withholding or broker non-vote will not be considered shares present and entitled to vote on that matter. These shares, however, may be considered present and entitled to vote on other matters and will count for purposes of determining the presence of a quorum if the shares are being voted with respect to any matter at the Annual Meeting. If the proxy indicates that the shares are not being voted on any matter at the Annual Meeting, the shares will not be counted for purposes of determining the presence of a quorum. Abstentions are voted neither “for” nor “against” a matter, but are counted in the determination of a quorum.

## **How many votes are needed for approval of each matter?**

The election of directors requires a plurality vote of the votes cast at the Annual Meeting. “Plurality” means that the individuals who receive the largest number of votes cast “FOR” are elected as directors. Consequently, any shares not voted “FOR” a particular nominee, whether as a result of a direction of the shareholder to withhold authority, abstentions or a broker non-vote, will not be counted in the nominee’s favor. As there are five directors to be elected, the five persons receiving the highest votes will be elected if nominees other than those nominated by the board are presented.

Any other proposal properly brought at the Annual Meeting must be approved by a majority of the votes cast at the meeting with respect to the proposal.

## **How do I vote?**

You may vote your shares by returning the enclosed proxy card either by mail or facsimile or by delivering it in person at the Annual Meeting. The prompt return of the completed proxy card will assist us in preparing for the meeting. Complete, date, sign and return the enclosed proxy card in the envelope provided for that purpose (to which no postage needs to be affixed if mailed in the United States). You can specify your choices by marking the appropriate boxes on the proxy card. If you attend the Annual Meeting, you may deliver your completed proxy card in person or fill out and return a ballot that will be supplied to you. If you wish to fax your proxy, please copy both the front and back of the signed proxy card and fax it to American Stock Transfer & Trust Co. at (718) 921-8355.

Shareholders who hold their securities through a broker or bank will also have the option to authorize their proxies to vote their securities electronically through the Internet or by telephone. If you hold your securities through a broker, bank or other nominee, you should check your proxy card or voting instruction card forwarded by your broker, bank or other nominee who holds your securities for instructions on how to vote by these methods.

## **Do you provide electronic access to the proxy statement and annual report?**

Yes. You may obtain copies of this proxy statement and our annual report by visiting our corporate website at [www.fohgroup.com](http://www.fohgroup.com) and clicking the “Investor Relations” tab. Once you are in the Investor Relations section of our corporate website, you will find our proxy statement and annual report under the section heading “Annual Meeting Materials.” The contents of our website are not, and shall not be, deemed a part of this proxy statement or our annual report. **You also may obtain copies of our annual report (without exhibits), without charge, by sending a written request to: Frederick’s of Hollywood Group Inc., 6255 Sunset Boulevard, Hollywood, California 90028, Attention: Corporate Secretary.** We will provide copies of the exhibits to the annual report, without charge, upon receipt of a written request addressed to the Corporate Secretary.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the beneficial ownership of our common stock as of November 14, 2011 by:

- each person or group (as that term is used in Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (“Exchange Act”)) known by us to be the beneficial owner of more than 5% of our outstanding shares of common stock on November 14, 2011;
- each of our executive officers and directors; and
- all of our executive officers and directors, as a group.

The percentage of beneficial ownership indicated below is based on 38,762,491 shares of our common stock outstanding on November 14, 2011.

Name and Address of Beneficial Owner <sup>(1)</sup>	Beneficial Ownership of our Common Stock on November 14, 2011	
	Number of Shares	Percent of Class
Fursa Alternative Strategies LLC, on behalf of certain funds and accounts affiliated with or managed by it or its affiliates 21 Greene Avenue Amityville, New York 11701 .....	18,551,333 <sup>(2)</sup>	46.1%
Tokarz Investments, LLC 287 Bowman Avenue Purchase, New York 10577 .....	8,386,977 <sup>(3)</sup>	21.6%
TTG Apparel, LLC 287 Bowman Avenue Purchase, New York 10577 .....	1,766,322 <sup>(3)</sup>	4.6%
Thomas J. Lynch .....	1,126,500 <sup>(4)</sup>	2.9%
Donald Jones .....	80,000 <sup>(5)</sup>	*
Thomas Rende .....	515,053 <sup>(6)</sup>	1.3%
Peter Cole .....	637,278 <sup>(7)</sup>	1.6%
John L. Eisel .....	198,452 <sup>(8)</sup>	*
William F. Harley Fursa Alternative Strategies LLC 21 Greene Avenue Amityville, New York 11701 .....	191,620 <sup>(9)</sup>	*
Milton J. Walters .....	141,297 <sup>(10)</sup>	*
All executive officers and directors as a group (7 individuals) .....	2,890,200 <sup>(11)</sup>	7.3%

\* Less than 1%.

- (1) The business address of each of Thomas J. Lynch, Donald Jones, Thomas Rende, Peter Cole, John L. Eisel and Milton J. Walters is c/o Frederick’s of Hollywood Group Inc., 6255 Sunset Boulevard, Hollywood, California 90028.
- (2) Represents (a) 17,051,333 shares of common stock and (b) 1,500,000 shares of common stock issuable upon exercise of currently exercisable warrants. Of these securities, 11,359,292 shares of common stock and 835,343 shares of common stock issuable upon exercise of currently exercisable warrants (i) are subject to a pledge agreement between Fursa Master Global Event Driven Fund LP and Scotia Capital (USA) Inc. and (ii) based on information made known to us, are in the process of being transferred of record to Arsenal Group, LLC, a company for which William F. Harley serves as Chairman and Chief Executive Officer and is principally responsible for its investment decisions.

- (3) According to a Schedule 13D, dated January 28, 2008, and filed with the SEC on February 5, 2008, Michael T. Tokarz is the sole controlling person and manager of TTG Apparel, LLC and Tokarz Investments, LLC.
- (4) Includes (a) currently exercisable options to purchase 388,000 shares of common stock, (b) options to purchase 178,000 shares that become exercisable within 60 days of November 14, 2011 and (c) 286,000 shares of restricted stock, of which 112,000 shares are vested, 50,000 shares will vest on each of January 2, 2012, 2013 and 2014, and 12,000 shares will vest on each of January 12, 2012 and 2013. Excludes options to purchase 478,000 shares of common stock that are not exercisable within 60 days of November 14, 2011.
- (5) Represents shares of restricted stock, 40,000 of which vest on each of August 22, 2012 and 2013. Excludes options to purchase 150,000 shares of common stock that are not exercisable within 60 days of November 14, 2011.
- (6) Includes (a) currently exercisable options to purchase 227,916 shares of common stock, (b) options to purchase 11,667 shares that become exercisable within 60 days of November 14, 2011, (c) 133,450 shares of common stock held jointly with Mr. Rende's spouse, (d) 1,650 shares of common stock owned by Mr. Rende's spouse and (e) 115,000 shares of restricted stock, of which 5,000 shares vested on January 12, 2011, 25,000 shares vested on June 1, 2011, 5,000 shares will vest on each of January 12, 2012 and 2013, 25,000 shares will vest on June 1, 2012, and 50,000 shares will vest on June 1, 2013. Excludes options to purchase 86,667 shares of common stock that are not exercisable within 60 days of November 14, 2011.
- (7) Includes (a) 94,168 shares of common stock held by Performance Enhancement Partners, LLC ("PEP"), including 7,500 shares of restricted stock, of which 2,500 shares vested on January 12, 2011 and 2,500 shares will vest on each of January 12, 2012 and 2013, (b) currently exercisable options to purchase 168,333 shares of common stock granted to PEP and (c) options to purchase 5,833 shares that become exercisable within 60 days of November 14, 2011. Excludes options to purchase 5,834 shares of common stock granted to PEP that are not exercisable within 60 days of November 14, 2011. Peter Cole, as the sole member of PEP, has voting and dispositive power over these shares.
- (8) Includes (a) 7,500 shares of restricted stock, of which 2,500 shares vested on January 12, 2011 and 2,500 shares will vest on each of January 12, 2012 and 2013, (b) currently exercisable options to purchase 11,833 shares of common stock and (c) options to purchase 5,833 shares that become exercisable within 60 days of November 14, 2011. Excludes options to purchase 5,834 shares of common stock that are not exercisable within 60 days of November 14, 2011.
- (9) Includes (a) 7,500 shares of restricted stock, of which 2,500 shares vested on January 12, 2011 and 2,500 shares will vest on each of January 12, 2012 and 2013, (b) currently exercisable options to purchase 5,833 shares of common stock and (c) options to purchase 5,833 shares that become exercisable within 60 days of November 14, 2011. Excludes options to purchase 5,834 shares of common stock that are not exercisable within 60 days of November 14, 2011. As Chief Investment Officer of Fursa Alternative Strategies LLC ("Fursa"), William F. Harley exercises voting and dispositive power over shares beneficially owned by certain funds and accounts affiliated with, managed by, or over which Fursa or any of its affiliates exercises investment authority, including, without limitation, with respect to voting and dispositive rights, described in Footnote 2 above. Mr. Harley disclaims beneficial ownership of the shares described in Footnote 2 above except to the extent of his pecuniary interest therein. Accordingly, such shares are not included in Mr. Harley's beneficial ownership.
- (10) Includes (a) 69,982 shares of common stock held by Sagebrush Group, Inc. ("Sagebrush"), including 7,500 shares of restricted stock, of which 2,500 shares vested on January 12, 2011 and 2,500 shares will vest on each of January 12, 2012 and 2013, (b) currently exercisable options to purchase 5,833 shares of common stock granted to Sagebrush, (c) options to purchase 5,833 shares that become exercisable within 60 days of November 14, 2011 and (d) currently exercisable options to purchase 31,170 shares of common stock granted to Mr. Walters. Excludes options to purchase 5,834 shares of common stock granted to Sagebrush that are not exercisable within 60 days of November 14, 2011. Milton Walters, as the sole shareholder of Sagebrush, has voting and dispositive power over the shares held by Sagebrush.
- (11) Includes an aggregate of 1,051,917 shares of common stock that our executive officers and directors have the right to acquire upon exercise of outstanding options that are currently exercisable or exercisable within 60 days of November 14, 2011. Excludes an aggregate of 738,003 shares of common stock that such individuals have the right to acquire upon exercise of outstanding options that are not exercisable within 60 days of November 14, 2011.

## DIRECTOR ELECTION PROPOSAL

Our board of directors currently consists of five members. All directors hold office for the ensuing one-year period and until their successors are elected and qualified. Upon the recommendation of the nominating and governance committee, the board of directors has nominated Thomas J. Lynch, Peter Cole, John L. Eisel, William F. Harley and Milton J. Walters to serve as directors for the ensuing one-year period and until their successors are elected and qualified.

The election of directors requires a plurality vote of the shares of common stock present in person or represented by proxy and entitled to vote at the Annual Meeting. “Plurality” means that the individuals who receive the highest number of votes cast “FOR” election are elected as directors. Any shares not voted “FOR” a particular nominee (whether as a result of abstentions, a direction to withhold authority or a broker non-vote) will not be counted in the nominee’s favor.

Unless authority is withheld, the proxies solicited by the board of directors will be voted “FOR” the election of these nominees. In case any of the nominees becomes unavailable for election to the board of directors, an event which is not anticipated, the persons named as proxies, or their substitutes, will have full discretion and authority to vote or refrain from voting for any other candidate in accordance with their judgment. The five nominees for directors, their current positions, term of office and business background are set forth below.

### Information Concerning Nominees for Directors

Name	Age	Position	Director Since
Thomas J. Lynch.....	43	Chairman and Chief Executive Officer	2008
Peter Cole <sup>(2)</sup> .....	63	Director	2004
John L. Eisel <sup>(1)(2)(3)</sup> .....	62	Director	2004
William F. Harley <sup>(2)(3)</sup> .....	48	Director	2008
Milton J. Walters <sup>(1)(3)</sup> .....	69	Director	2008

- (1) Member of the Audit Committee
- (2) Member of the Compensation Committee
- (3) Member of the Nominating and Governance Committee

### OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT OUR SHAREHOLDERS VOTE “FOR” THE ELECTION OF EACH OF THE NOMINEES.

Our board of directors believes that it is necessary for each of our directors to possess qualities, attributes and skills that contribute to a diversity of views and perspectives among the directors and enhance the overall effectiveness of the board. As described under “*Nominating and Governance Committee Information – Guidelines for Selecting Director Nominees*”, our nominating and governance committee considers all factors it deems relevant when evaluating prospective candidates or current board members for nomination to the board, as prescribed in its written charter and established guidelines. All of our directors bring to the board leadership experience derived from past service. They also all bring a diversity of views and perspectives derived from their individual experiences working in a range of industries and occupations, which provide the board, as a whole, with the skills and expertise that reflect our company’s needs. Certain individual experiences, qualifications and skills of our directors that contribute to the board’s effectiveness as a whole are described in the biographies set forth below.

**Thomas J. Lynch** became our Chief Executive Officer in January 2009 and our Chairman of the Board in May 2009 and has been a member of our board of directors since January 2008. From February 2007 to December 2008, he served as Chief Executive Officer of Fursa. From July 2006 to January 2007, Mr. Lynch was a Managing Director at UBS, an investment bank and global asset management business. From August 2000 to May 2006, Mr. Lynch was Managing Director and Senior Vice President of Mellon Asset Management. Mr. Lynch was a member of the Mellon Asset Management Senior Management Committee and was a thought leader in global distribution strategies and strategic planning. Mr. Lynch had direct management responsibility for a \$36 billion (Assets Under Management) institutional asset management business. Mr. Lynch received a B.A. degree from St. Anselm College and attended The Brandeis University International Business School. Mr. Lynch provides our board of directors with extensive financial, strategic planning and operational expertise and significant management and leadership experience derived from his prior roles in senior executive positions.

**Peter Cole** has served as a member of our board of directors since April 2004 and was our Executive Chairman from January 2008 to May 2009. From January 2007 to January 2008, he served as the lead director to facilitate the completion of our merger with FOH Holdings, Inc. Since October 2005, Mr. Cole has been the managing member of Performance Enhancement Partners, LLC, a private consulting firm that he founded. From July 2010 until March 2011, Mr. Cole served as Chief Executive Officer of Harmony Health & Beauty, Inc., a privately-held in-airport retailer. From April 2001 through July 2005, he served as Chairman of the Board and Chief Executive Officer of Qwiz, Inc., a privately-held leading provider of skills and behavioral testing now operating as Previsor, Inc. Prior to joining Previsor, Inc., Mr. Cole was a Managing Director at Citibank, where he was responsible for one of its global capital markets businesses. Mr. Cole currently serves as a director of Harmony Health & Beauty, Inc. He received a B.A. degree in economics from the University of Vermont. Mr. Cole provides our board of directors with management and turnaround expertise, as well as general business experience derived from his service on the board and as an executive officer of other companies.

**John L. Eisel** has been a member of our board of directors since April 2004. Since 1980, Mr. Eisel has been a partner at Wildman, Harrold, Allen & Dixon LLP, a law firm located in Chicago, Illinois that he joined in 1975. The firm recently merged with Edwards Angell Palmer & Dodge LLP and is now known as Edwards Wildman Palmer LLP. Mr. Eisel's primary areas of practice are mergers and acquisitions and securities regulation. As part of his legal practice, Mr. Eisel has provided counsel to the boards of directors of several public and private companies. Mr. Eisel was Chairman of his firm's Management Committee from 1994 to 1999 and is currently co-chair of the firm's Business Law Department. Mr. Eisel received a B.S. degree in accounting and a J.D. degree from the University of Illinois. Mr. Eisel passed the CPA examination in 1971. He currently serves on the board of directors of several private companies, and he is a member of the Planning Committee for the Ray Garrett Jr. Corporate and Securities Law Institute. Mr. Eisel brings to our board of directors an in-depth understanding of financial statements and SEC reporting requirements as well as extensive and diverse general business and legal knowledge.

**William F. "Mickey" Harley, III** has been a member of our board of directors since January 2008. He currently serves as the Chairman and Chief Executive Officer of Arsenal Group, LLC, a company he co-founded in February 2011. Mr. Harley also is President and Chief Investment Officer of Fursa, which he co-founded in April 1999 (as HBV Capital Management, LLC) and sold to Mellon Financial Corporation in July 2002 (when it was re-named Mellon HBV Alternative Strategies LLC). Mr. Harley served as Chief Investment Officer and Chief Executive Officer of Fursa from July 2002 until he repurchased it from Mellon in December 2006. Mr. Harley is principally responsible for Fursa's investment decisions. From June 1996 to April 1999, Mr. Harley was the Head of Research at Milton Partners, L.P., a hedge fund manager specializing in arbitrage funds. Before joining Milton Partners, Mr. Harley was a Vice President and Director of Allen & Company, where he was responsible for the day-to-day management and investment strategies of the arbitrage department. From January 2003 to April 2006, and since April 2007, Mr. Harley has served as a director of FOH Holdings. Mr. Harley also currently serves on the board of directors of Xemplar Energy Corporation (TSX Venture: XE) and previously served on the board of directors of the following privately-held companies: J.L. French Automotive Castings, Inc., Metromedia International Group, Inc., Integral Systems, Inc., Coastal Greenland Limited and Interboro Insurance. Mr. Harley received a Master's degree in public and private management from Yale University's School of Management and a B.S. degree in chemical engineering and a B.A. degree in economics from Yale University. Mr. Harley provides our board of directors with expertise in finance and financial markets and with experience derived from his service on the board of other public and private companies.

**Milton J. Walters** has been a member of our board of directors since January 2008 and a director of FOH Holdings since January 2003. He has more than 40 years of investment banking experience including serving as Managing Director of AG Becker and its successor Warburg Paribas Becker from 1965 to 1984; Senior Vice President and Managing Director of Smith Barney from 1984 to 1988; Managing Director of Prudential Securities from 1997 to 1999; and since August 1999 as President and Chief Executive Officer of Tri-River Capital, a strategic financial advisory and valuation service provider which he founded. Mr. Walters has been a director and chairman of the audit committee of Sun Healthcare Group, Inc. (NASDAQ: SUNH) since 2001 and Sabra Healthcare REIT, Inc. (NASDAQ: SBRA) since November 2010. From January 2003 to June 2010, he served as a director and chairman of the audit committee of Decision One Corporation, a privately-held information technology services company. Mr. Walters is a member of the Economics Club of New York, the National Association of Corporate Directors and the University Club of New York. He is a former Trustee of Hamilton College and Friends Academy. Mr. Walters received an A.B. degree from Hamilton College. Mr. Walters provides our board of directors with finance expertise, having over 40 years of investment banking experience; leadership, management and a range of industry experience derived from his current and former positions as president of a company that he founded and as

a managing director and group head of various investment banking firms; and public company experience from service on the board of directors of other public and private companies.

### **Executive Officers**

In addition to Thomas J. Lynch, our Chairman of the Board and Chief Executive Officer, we have two other executive officers:

**Donald Jones**, 56 years old, has served as our President and Chief Operating Officer since September 2011. He has over 35 years of experience in the fashion and consumer product retail industry. Since November 2008, Mr. Jones has been a managing partner at Verite Capital Partners, a private equity firm he co-founded that invests in and advises retail and consumer product companies. Since June 2003, he has been the Chief Executive Officer of POGAN Retail, LLC, a company he founded that provides strategic counsel to retail companies. POGAN Retail provided us with the consulting services of Mr. Jones from February 2011 to August 2011. From March 1999 to June 2003, Mr. Jones served as Senior Vice President of Stores and Operations for Gap Inc., where he was responsible for Gap, Gap Kids and Gap Body retail stores. From 1995 to 1999, Mr. Jones was Regional Vice President of Dayton Hudson Corporation, now Target Corporation. From 1993 to 1995, he managed both the U.S. flagship store and catalog business of IKEA, Inc. Mr. Jones began his retail career in department store operations, holding managerial positions at May Company, Marshalls, Inc., Macy's, Inc., Filene's and Lechmere Inc. From December 2007 to September 2011, Mr. Jones served as Chairman of the Board of Total Apparel Group, Inc. (OTC Pink: TLAG), a licensing, distribution and merchandising company. Mr. Jones currently serves as a member of the board of directors of two privately-held companies – Elaine Turner Design, a shoe and handbag company, and Amenity, a men's skincare company. He also serves on the Advisory Board of the Ridgefield Library and as a member of the board of directors of the Connecticut Retail Merchants Association, the Trinity High School Foundation, and George Jackson Academy, a private school for at risk boys. Mr. Jones is also a frequent lecturer and speaker on the subjects of small business, retail and consumer products, and is a contributor to CNBC.com.

**Thomas Rende**, 51 years old, has served as our Chief Financial Officer since January 2008, and served as Chief Financial Officer of our wholesale division from February 1999 until it was sold in October 2010. He also served as a member of our board of directors from January 2008 to May 2010 and from April 2004 to April 2007. Since joining the company in 1989, Mr. Rende has held various positions within the finance department. Mr. Rende received a B.S. degree in economics from the State University of New York at Oneonta.

### **Independence of Directors**

Our common stock is listed on the NYSE Amex. As a result, we follow the rules of the NYSE Amex in determining whether a director is independent. The board of directors also consults with our counsel to ensure that the board's determinations are consistent with those rules and all relevant securities and other laws and regulations regarding the independence of directors. The current NYSE Amex listing standards define an "independent director" generally as a person, other than an officer or employee of a company, who does not have a relationship with the company that would interfere with the director's exercise of independent judgment. The NYSE Amex requires that a majority of the board of directors be considered independent, as determined by the board. Consistent with these considerations, the board of directors affirmatively has determined that John Eisel, William Harley and Milton Walters will be our independent directors for the ensuing year. Thomas Lynch is not independent because he is a current executive officer, and Peter Cole is not independent because he served as an executive officer within the past three years.

### **Code of Ethics**

Our board of directors has adopted a code of ethics that applies to our directors, officers and employees as well as those of our subsidiaries. Our code of ethics can be found on our corporate website at [www.fohgroup.com](http://www.fohgroup.com). In addition, requests for copies of the code of ethics should be sent in writing to Frederick's of Hollywood Group Inc., 6255 Sunset Boulevard, Hollywood, California 90028, Attention: Corporate Secretary.

### **Meetings and Committees of the Board of Directors**

During the year ended July 30, 2011, our board of directors met four times and acted by unanimous written consent on seven occasions. All of our directors attended the 2011 Annual Meeting of Shareholders, except for Mr. Harley, who was unable to attend due to adverse weather conditions. Although we do not have a formal policy regarding director attendance at annual shareholder meetings, we attempt to schedule annual meetings so that all directors can attend. In addition, we expect our directors to attend all board meetings and the meetings of the

committees of the board upon which they serve and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. No member of the board of directors attended fewer than 75% of the total number of meetings of the board and committees upon which they served during fiscal year 2011, except for Mr. Harley, who attended 71% of such meetings. We have standing audit, compensation and nominating and governance committees. Copies of our committee charters are available free of charge on our corporate website at [www.fohgroup.com](http://www.fohgroup.com).

## **Leadership Structure**

Our company is led by Thomas J. Lynch, who has served as our Chairman of the Board and Chief Executive Officer since January 2009. We believe that combining the role of Chairman of the Board and Chief Executive Officer promotes unified leadership and direction for our company and provides for a single focus for management to execute our strategy and business plan. Mr. Lynch's financial expertise and intimate knowledge of our operations and strategy make him uniquely positioned and qualified to serve in these capacities, and we believe Mr. Lynch is seen by our business partners, investors and other stakeholders as providing strong leadership for our company.

We do not have a lead director and do not believe that appointing a lead director would materially impact the performance of the board of directors, as it currently employs a variety of structural and operational controls that serve the same purpose. For example, our independent directors meet regularly in executive sessions. These sessions provide an opportunity for the independent directors to speak candidly on any matter of interest, without the Chief Executive Officer or other members of management present. All board members are free to suggest the inclusion of items on board of directors and committee meeting agendas, and, to the fullest extent possible, all meeting materials and presentations are distributed to the board members in advance, allowing efficient use of time during meetings for questions and comprehensive deliberations. All board members have direct and complete access to our company's management.

## **Risk Oversight**

Our board of directors oversees an enterprise wide approach to risk management, designed to support the achievement of our objectives and to maintain shareholder value. The independent audit committee is primarily responsible for overseeing our exposure to financial risk and reviewing the steps management has taken to monitor and control that exposure. The audit committee meets at least once per quarter in addition to periodic meetings with management and our independent auditors to accomplish its purpose. While the audit committee has primary responsibility for overseeing risk management, the full board of directors participates in an annual enterprise risk management assessment, which is led by management. This assessment includes a discussion of our most significant risks as well as a centralized evaluation and determination of risk appetite to ensure consensus and mutual understanding between the board and management. In addition, each of our committees considers the risks within its area of responsibility.

## **Compensation Committee Information**

Our compensation committee, which held two meetings during fiscal year 2011, is currently comprised of Peter Cole (chairman), William F. Harley and John L. Eisel. Messrs. Eisel and Harley are each independent directors under the NYSE Amex listing standards. Mr. Cole does not qualify as an independent director under the NYSE Amex standards because he served as an executive officer of our company within the past three years. However, pursuant to an exception under Section 805(b) of the NYSE Amex Company Guide, which only may be relied upon for two years, Mr. Cole is permitted to serve as a member of our compensation committee despite his lack of independence because our board of directors determined that his membership on the compensation committee is in the best interests of our company and its shareholders due to his knowledge and depth of experience with compensation related issues. Since Mr. Cole last served as an executive officer of our company in May 2009, we do not intend to rely on the exception subsequent to May 2012.

The compensation committee does not have a formal written charter. The responsibilities of the compensation committee include:

- establishing the general compensation policy for our executive officers, including the chief executive officer;
- administering our equity compensation plans; and

- determining who participates in each of these plans, establishing performance goals and target payouts, and determining specific grants and bonus awards to participants.

Our compensation committee makes all final approvals with respect to compensation of executive officers based on its assessment of the value of each executive's contribution, the results of recent past fiscal years in light of prevailing business conditions, our goals for the ensuing fiscal year and, to a lesser extent, prevailing compensation levels at companies considered to be comparable to our company. Our compensation committee considers recommendations from our chief executive officer relating to the compensation of our other executive officers, but the chief executive officer does not make recommendations regarding his own compensation. Executive officers other than our chief executive officer generally are not involved in determining executive compensation. The compensation committee did not engage any compensation consultants during fiscal year 2011.

## **Nominating and Governance Committee Information**

### *General*

Our nominating and governance committee, which held one meeting and acted by unanimous consent on one occasion during fiscal year 2011, is currently comprised of John L. Eisel (chairman), Milton J. Walters and William F. Harley, each an independent director under the NYSE Amex listing standards. The nominating and governance committee is responsible for overseeing the selection of persons to be nominated to serve on the board of directors. The nominating and governance committee considers persons identified by its members, management, shareholders and others. There have been no material changes to the procedures by which shareholders may recommend nominees to the board. Our board of directors has adopted a written charter and established guidelines for selecting nominees and a method by which shareholders may propose to the nominating committee candidates for selection as nominees for directors.

### *Guidelines for Selecting Director Nominees*

The guidelines for selecting nominees generally provide that persons to be nominated should be actively engaged in business endeavors, have an understanding of financial statements, corporate budgeting and capital structure, be familiar with the requirements of a publicly traded company, be familiar with industries relevant to our business endeavors, be willing to devote significant time to the oversight duties of the board of directors of a public company, and be able to promote a diversity of views based on the person's education, experience and professional employment. The nominating and governance committee evaluates each individual in the context of the board as a whole, with the objective of recommending a group of persons that can best implement our business plan, perpetuate our business and represent shareholder interests. The nominating and governance committee may require certain skills or attributes, such as financial or accounting experience, to meet specific board needs that arise from time to time. The nominating and governance committee does not distinguish among nominees recommended by shareholders and other persons.

### *Procedure for Shareholders to Recommend Director Candidates*

Shareholders and others who wish to recommend candidates to the nominating and governance committee for consideration as directors must submit their written recommendations to the nominating and governance committee and include all of the information described in the section "*Shareholder Proposals and Nominations.*"

Our nominating and governance committee recommended to our board of directors to nominate Thomas J. Lynch, Peter Cole, John L. Eisel, William F. Harley and Milton J. Walters for re-election as directors. Our nominating and governance committee did not receive proposals from any shareholders or others for suggested director candidates.

## **Audit Committee Information and Report**

*General.* Our audit committee, which met four times during fiscal year 2011, consists of Milton J. Walters (chairman) and John L. Eisel, each an independent director under the NYSE Amex listing standards. As required by the NYSE Amex, since we are a "smaller reporting company," our audit committee is comprised of at least two independent directors who are also "financially literate." The NYSE Amex standards define "financially literate" as being able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement. The functions of the audit committee include oversight of the integrity of our financial statements, compliance with legal and regulatory requirements, and the performance, qualifications and independence of our independent auditors. The purpose and responsibilities of our audit committee are set forth in a written audit committee charter which has been adopted by the board.

*Financial Expert on Audit Committee.* We must certify to the NYSE Amex that the audit committee has, and will continue to have, at least one member who has past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background that results in the individual’s financial sophistication. The board of directors has determined that John L. Eisel and Milton J. Walters both satisfy the NYSE Amex’s definition of financial sophistication and also both qualify as “audit committee financial experts,” as defined under the rules and regulations of the SEC.

*Audit Committee Pre-Approval Policies and Procedures.* In accordance with Section 10A(i) of the Exchange Act, before we engage our independent registered public accounting firm to render audit or permitted non-audit services, the engagement is approved by the audit committee. The audit committee approved all of the fees referred to in the section below entitled “*Principal Accountant Fees*” for fiscal year 2011.

*Principal Accountant Fees.* The following table summarizes the aggregate fees (rounded to the nearest \$1,000) billed to us by Mayer Hoffman McCann CPAs (The New York Practice of Mayer Hoffman McCann P.C.) (“MHM”) for professional services for the years ended July 30, 2011 and July 31, 2010:

	Year Ended	
	July 30, 2011	July 31, 2010
Audit Fees <sup>(1)</sup> .....	\$353,000	\$387,000
Audit Related Fees <sup>(2)</sup> .....	41,000	42,000
Tax Fees <sup>(3)</sup> .....	107,000	108,000
	<u>\$501,000</u>	<u>\$537,000</u>

- (1) Represents the aggregate fees billed for professional services rendered in connection with the audit of our consolidated financial statements and the review of the consolidated financial statements included in our Quarterly Reports on Form 10-Q.
- (2) Represents the aggregate fees billed in connection with the reviews of various SEC filings and employee benefit plan audits.
- (3) Represents the aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning.

*Audit Committee Report for the Fiscal Year Ended July 30, 2011*

The audit committee reviews the Company’s financial reporting process on behalf of the board of directors. Management has the primary responsibility for the financial statements and reporting process. The independent registered public accounting firm is responsible for auditing those financial statements and expressing an opinion on the fairness of the audited financial statements based on the audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (“PCAOB”).

In this context, the audit committee has met and held discussions with management and the independent registered public accounting firm. Management represented to the audit committee that the Company’s consolidated financial statements were prepared in accordance with generally accepted accounting principles in the United States of America, and the audit committee has reviewed and discussed the consolidated financial statements with management and the independent registered public accounting firm. The audit committee discussed with the independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards No. 61, as amended, and PCAOB AU 380, “*Communication with Audit Committees*”. The independent registered public accounting firm also provided the audit committee with the written disclosures required by PCAOB Rule 3526, “*Communication with Audit Committee Concerning Independence*,” and the audit committee discussed with the independent registered public accounting firm and management the auditor’s independence, including with regard to fees for services rendered during the fiscal year and all other professional services rendered by the independent registered public accounting firm.

In reliance on the reviews and discussions referred to above, the audit committee recommended to the board of directors, and the board has approved, that the Company’s audited financial statements be included in the Annual Report on Form 10-K for the year ended July 30, 2011, for filing with the SEC.

**Audit Committee:**  
Milton J. Walters (chairman)  
John L. Eisel

## EXECUTIVE COMPENSATION

### Summary Compensation Table

The following table sets forth the compensation paid to or earned by each of the “named executive officers” (as defined in Item 402 of Regulation S-K) for the years ended July 30, 2011 and July 31, 2010:

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) <sup>(1)</sup>	Option Awards (\$) <sup>(1)</sup>	All Other Compensation (\$)	Total (\$)
Thomas J. Lynch <i>Chairman and CEO...</i>	2011	540,000	-	32,760	52,190	28,563 <sup>(2)</sup>	653,513
	2010	597,692 <sup>(3)</sup>	-	117,000	333,746	28,317 <sup>(4)</sup>	1,076,755
Thomas Rende..... <i>EVP and CFO</i>	2011	310,000	-	13,650	21,746	26,942 <sup>(2)</sup>	372,338
	2010	336,077 <sup>(5)</sup>	-	84,000	60,060	20,324 <sup>(4)</sup>	500,461
Linda LoRe ..... <i>Former President</i>	2011	409,615 <sup>(6)</sup>	-	16,380	26,095	39,113 <sup>(2)</sup>	491,203
	2010	650,000	-	-	-	39,282 <sup>(4)</sup>	689,282

(1) Represents the aggregate grant date fair value of awards computed in accordance with the Financial Accounting Standards Board’s Accounting Standards Codification Topic 718 (“ASC 718”). Assumptions used in the calculation of these amounts are disclosed in Note 11 to our audited consolidated financial statements for the year ended July 30, 2011 contained in our Annual Report on Form 10-K filed with the SEC on October 28, 2011.

(2) Represents payments that we made in fiscal year 2011 for the named executive officers as follows:

Named Executive Officer	Life Insurance (\$)	Long Term Disability Insurance (\$)	Group Health Insurance (\$)	Automobile Expenses (\$)	Total (\$)
Thomas J. Lynch .....	-	1,728	11,835	15,000	28,563
Thomas Rende.....	2,680	1,440	11,822	11,000	26,942
Linda LoRe.....	10,550	1,728	11,835	15,000	39,113

(3) Mr. Lynch’s annual base salary decreased from \$600,000 to \$540,000 effective June 29, 2010 pursuant to his amended and restated employment agreement dated June 29, 2010.

(4) Represents payments that we made in fiscal year 2010 for the named executive officers as follows:

Named Executive Officer	Life Insurance (\$)	Long Term Disability Insurance (\$)	Group Health Insurance (\$)	Automobile Expenses (\$)	Total (\$)
Thomas J. Lynch .....	-	1,037	12,280	15,000	28,317
Thomas Rende.....	2,680	864	12,280	4,500	20,324
Linda LoRe.....	10,550	1,728	12,004	15,000	39,282

(5) In accordance with Mr. Rende’s amended and restated employment agreement dated June 1, 2010, his annual base salary decreased from \$340,000 to \$310,000 effective June 1, 2010.

(6) Ms. LoRe’s salary decreased from \$650,000 to \$400,000 effective August 2, 2010.

## Grants of Plan-Based Awards

The following table sets forth information regarding awards to the named executive officers under our equity compensation plans during the year ended July 30, 2011. There can be no assurance that the grant date fair value of the stock and option awards will ever be realized by the individual.

Name	Grant Date	Number of Shares of Stock (#) <sup>(1)</sup>	Number of Securities Underlying Options (#) <sup>(2)</sup>	Exercise or Base Price of Option Awards (\$/sh)	Grant Date Fair Value of Stock and Option Awards (\$) <sup>(3)</sup>
Thomas J. Lynch .....	1/12/11	36,000	-	-	32,760
	1/12/11	-	84,000	1.05	52,190
Thomas Rende.....	1/12/11	15,000	-	-	13,650
	1/12/11	-	35,000	1.05	21,746
Linda LoRe.....	1/12/11	18,000	-	-	16,380
	1/12/11	-	42,000	1.05	26,095

- 
- (1) Represents shares of restricted stock issued pursuant to the 2010 Long-Term Incentive Equity Plan. 33.3% of the shares vested on January 12, 2011, and 33.3% vest on each of January 12, 2012 and 2013, provided the employee is employed by us on each such date.
- (2) Represents shares issuable upon exercise of options granted pursuant to the 2010 Long-Term Incentive Equity Plan. 33.3% of the options vested on January 12, 2011, and 33.3% vest on each of January 12, 2012 and 2013.
- (3) Represents the aggregate grant date fair value of awards computed in accordance with ASC 718. Assumptions used in the calculation of these amounts are disclosed in Note 11 to our audited consolidated financial statements for the year ended July 30, 2011 contained in our Annual Report on Form 10-K filed with the SEC on October 28, 2011.

## Outstanding Equity Awards at Fiscal Year-End

The following table summarizes the outstanding equity awards as of July 30, 2011 for each of the named executive officers:

Name	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Exercisable Options (#)	Number of Securities Underlying Unexercised Un-exercisable Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares that have Not Vested (#)	Market Value of Shares that have Not Vested (\$) <sup>(9)</sup>
Thomas J. Lynch ..	360,000	-	0.38	1/28/2019	150,000 <sup>(5)</sup>	100,500
	-	600,000 <sup>(1)</sup>	0.78	6/28/2020	24,000 <sup>(6)</sup>	16,080
	28,000	56,000 <sup>(2)</sup>	1.05	1/11/2021		
Thomas Rende.....	37,500	-	2.90	12/9/2014	75,000 <sup>(7)</sup>	50,250
	60,000	15,000 <sup>(3)</sup>	2.00	10/12/2016	10,000 <sup>(6)</sup>	6,700
	78,750	-	3.10	1/27/2015		
	25,000	75,000 <sup>(4)</sup>	0.84	5/31/2020		
	11,667	23,333 <sup>(2)</sup>	1.05	1/11/2021		
Linda LoRe.....	244,907	-	1.90	12/1/2013	50,000 <sup>(8)</sup>	33,500
	240,455	-	2.46	12/7/2016	12,000 <sup>(6)</sup>	8,040
	100,000	-	3.10	1/27/2018		
	14,000	28,000 <sup>(2)</sup>	1.05	1/11/2021		

- (1) These options vest as follows: (i) 150,000 options vest on January 2, 2012; (ii) 200,000 options vest on January 2, 2013; and (iii) 250,000 options vest on January 2, 2014.
- (2) These options vest in two equal annual installments on each of January 12, 2012 and 2013.
- (3) These options vested on October 13, 2011.
- (4) These options vest as follows: (i) 25,000 options vest on June 1, 2012 and (ii) 50,000 options vest on June 1, 2013.
- (5) These shares vest in equal annual installments of 50,000 shares on each of January 2, 2012, 2013 and 2014, provided Mr. Lynch is employed by us on each such date.
- (6) These shares vest in two equal annual installments on each of January 12, 2012 and 2013, provided the employee is employed by us on each such date.
- (7) These shares vest as follows: (i) 25,000 shares vest on June 1, 2012 and (ii) 50,000 shares vest on June 1, 2013, provided Mr. Rende is employed by us on each such date.
- (8) These shares vest on December 31, 2011, provided Ms. LoRe is employed by us on such date.
- (9) The market value of shares reported is computed based on the closing price of our common stock of \$0.67 on July 29, 2011 (the last trading day of fiscal year 2011).

## Option Exercises and Stock Vested in Fiscal Year 2011

The following table summarizes the vesting of stock awards for the named executive officers during the year ended July 30, 2011. No options were exercised by the named executive officers during the year ended July 30, 2011.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Thomas J. Lynch .....	-	-	50,000	45,000 <sup>(1)</sup>
	-	-	12,000	10,920 <sup>(2)</sup>
Thomas Rende.....	-	-	25,000	18,750 <sup>(3)</sup>
	-	-	5,000	4,550 <sup>(2)</sup>
Linda LoRe.....	-	-	50,000	45,000 <sup>(4)</sup>
	-	-	6,000	5,460 <sup>(2)</sup>

- (1) For each share vested, the value realized on vesting represents the average of the average of the high and low trading prices of our common stock on the trading days prior to and after January 2, 2011, the vesting date (a non-trading day), of \$0.90, multiplied by the number of shares acquired on vesting.
- (2) For each share vested, the value realized on vesting represents the closing price of our common stock of \$0.91 on January 12, 2011, the vesting date, multiplied by the number of shares acquired on vesting.
- (3) For each share vested, the value realized on vesting represents the closing price of our common stock of \$0.75 on June 1, 2011, the vesting date, multiplied by the number of shares acquired on vesting.
- (4) For each share vested, the value realized on vesting represents the closing price of our common stock of \$0.90 on December 31, 2010, the vesting date, multiplied by the number of shares acquired on vesting.

## Equity Compensation Plan Information

The following sets forth certain information as of July 30, 2011 concerning our equity compensation plans:

Plan Category	Number of Shares to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Shares Remaining Available for Future Issuance Under Equity Compensation Plans
<b>Plans approved by shareholders</b>			
1988 Non-Qualified Stock Option Plan ...	732,500	\$0.96	100,833
2000 Performance Equity Plan.....	604,250 <sup>(1)</sup>	\$2.64	379,712 <sup>(2)</sup>
2003 Employee Equity Incentive Plan .....	770,123	\$2.43	-
2010 Long-Term Incentive Equity Plan...	1,022,334	\$0.89	2,796,666
<b>Plans not approved by shareholders</b>			
March 2010 Warrants <sup>(3)</sup> .....	2,543,670	\$1.38	-
May 2010 Warrants <sup>(4)</sup> .....	1,500,000	\$2.33	-
Total.....	<u>7,172,877</u>	<u>\$1.69</u>	<u>3,277,211</u>

- (1) Includes 18,000 shares of common stock issuable upon exercise of options under our 2000 Performance Equity Plan granted to non-employee directors pursuant to our Non-Employee Director Compensation Plan.
- (2) Our Non-Employee Director Compensation Plan provides that each non-employee director may elect to receive his or her annual stipend and meeting fees in cash and/or shares of our common stock under our 2000 Performance Equity Plan in such proportion as is determined by each non-employee director. If a non-employee director elects to be paid in stock, either in full or in part, the number of shares of common stock to be issued is determined by dividing the dollar amount of the stipend and meeting fees earned during the quarter (or a percentage thereof, if the non-employee director elects to receive stock payment in part) by the last sale price of

our common stock on the last trading day of each calendar quarter in which the fees were earned. In addition, on November 8, 2010, we made a one-time issuance of 20,000 shares of fully vested common stock to each of our four non-employee directors under the 2000 Performance Equity Plan. As of July 30, 2011, an aggregate of 422,885 shares of common stock have been issued to non-employee directors.

- (3) In connection with the consummation of a private placement in March 2010, we issued to the investors two-and-a-half year Series A warrants to purchase up to an aggregate of 1,162,820 shares of common stock at an exercise price of \$1.25 per share, and five-year Series B warrants to purchase up to an aggregate of 1,162,820 shares of common stock at an exercise price of \$1.55 per share. In addition, we issued to Avalon Securities Ltd. and its designees, who acted as placement agent in the transaction, warrants to purchase an aggregate of 218,030 shares of common stock at an exercise price of \$1.21 per share. Except for the exercise price, these warrants are identical to the Series B warrants issued to investors in the private placement.
- (4) On May 18, 2010, in connection with the consummation of the transactions contemplated by the Debt Exchange and Preferred Stock Conversion Agreement, dated as of February 1, 2010, with accounts and funds managed by and/or affiliated with Fursa, we issued to Fursa three, five and seven-year warrants, each to purchase 500,000 shares of common stock (for an aggregate of 1,500,000 shares of common stock) at exercise prices of \$2.00, \$2.33 and \$2.66 per share, respectively.

### **Compensation Arrangements for Executive Officers**

#### ***Thomas J. Lynch***

On June 29, 2010, we entered into an employment agreement with Thomas J. Lynch, which provides for Mr. Lynch to serve as our Chief Executive Officer until January 2, 2014 at a base salary of \$540,000 per year. Pursuant to the terms of the employment agreement, in addition to his base salary, Mr. Lynch was eligible to receive for the year ended July 30, 2011, and is eligible to receive for the years ending July 28, 2012, July 27, 2013 and July 26, 2014, an annual incentive bonus under our Annual Incentive Bonus Plan equal to 65% of his base salary based on achieving certain targeted performance goals established by the compensation committee and approved by the board of directors for each fiscal year. The bonus for the year ending July 26, 2014 will be prorated for the partial year. No participant in the Annual Incentive Bonus Plan, including Mr. Lynch, received an annual performance bonus for the fiscal year ended July 30, 2011. From time to time, Mr. Lynch also will be eligible to receive such discretionary bonuses as the compensation committee deems appropriate.

In addition to his base salary, on June 29, 2010, we granted Mr. Lynch a ten-year, non-qualified option to purchase 600,000 shares of common stock under our 2010 Long-Term Incentive Equity Plan at an exercise price of \$0.78 per share (the closing price of our common stock on such date), with 150,000, 200,000 and 250,000 shares vesting on January 2, 2012, 2013 and 2014, respectively.

Additionally, on June 29, 2010, we issued Mr. Lynch 150,000 shares of restricted stock under our 2000 Performance Equity Plan, with 50,000 shares vesting on each of January 2, 2012, 2013 and 2014, provided that Mr. Lynch is employed by us on each such date.

Mr. Lynch's employment agreement also provides for us to pay the premiums on a life insurance policy for him providing a death benefit of \$1,500,000 to Mr. Lynch's designated beneficiary. During the year ended July 30, 2011, Mr. Lynch did not elect to receive life insurance. The employment agreement also provides for us to pay the premiums on a disability insurance policy for Mr. Lynch providing a non-taxable benefit of at least \$10,000 per month payable to Mr. Lynch in the event of his disability. We currently provide him with a policy that pays a benefit of \$12,000 per month if he becomes disabled. Under the employment agreement, Mr. Lynch is prohibited from disclosing confidential information about us and employing or soliciting any of our current employees to leave us during his employment and for a period of one year thereafter. The employment agreement does not contain any change of control or non-competition provisions.

#### ***Donald Jones***

On February 21, 2011, we entered into a six-month consulting agreement with POGAN Retail, LLC, pursuant to which POGAN Retail provided us with the services of Donald Jones to develop and implement a strategic retail operations plan for a fee of \$27,500 per month. The agreement expired in accordance with its terms on August 21, 2011.

On September 8, 2011, we entered into an employment agreement with Donald Jones, which provides for Mr. Jones to serve as our President and Chief Operating Officer until August 22, 2013 at a base salary of \$350,000

per year. Pursuant to the terms of the employment agreement, in addition to his base salary, Mr. Jones is eligible to receive, for the fiscal years ending July 28, 2012, July 27, 2013 and July 26, 2014, an annual incentive bonus under our Annual Incentive Bonus Plan of up to 50% of his base salary based on achieving certain targeted performance goals established by the Chief Executive Officer and approved by the compensation committee for each fiscal year. The incentive bonus for the fiscal year ending July 26, 2014 will be prorated for the partial year. From time to time, Mr. Jones also will be eligible to receive, upon the recommendation of the Chief Executive Officer, such discretionary bonuses as the compensation committee deems appropriate.

In addition to his base salary, on September 8, 2011, we granted Mr. Jones a ten-year, non-qualified option to purchase 150,000 shares of common stock under our 2010 Long-Term Incentive Equity Plan at an exercise price of \$0.62 per share. 75,000 shares will vest on each of August 22, 2012 and 2013.

Additionally, on September 8, 2011, we issued Mr. Jones 80,000 shares of restricted stock, of which 40,000 shares will vest on each of August 22, 2012 and 2013, provided that Mr. Jones is employed by us on each such date.

Mr. Jones' employment agreement also provides for us to pay up to \$5,000 per year towards the cost of the annual premium on a life insurance policy for Mr. Jones providing a death benefit of \$1,000,000 to his designated beneficiary. We are also required to maintain a disability insurance policy for Mr. Jones providing a non-taxable benefit of up to \$10,000 per month payable to Mr. Jones in the event of his disability. Under the employment agreement, Mr. Jones is prohibited from disclosing confidential information about the Company and employing or soliciting any of the Company's current employees to leave the Company during his employment and for a period of one year thereafter. The employment agreement does not contain any change of control or non-competition provisions.

#### ***Thomas Rende***

On June 1, 2010, we entered into an employment agreement with Thomas Rende, which provides for Mr. Rende to serve as our Chief Financial Officer until June 1, 2013 at a base salary of \$310,000 per year. Pursuant to the terms of the employment agreement, in addition to his base salary, Mr. Rende was eligible to receive for the year ended July 30, 2011, and is eligible to receive for the years ending July 28, 2012 and July 27, 2013, an annual performance bonus under our Annual Incentive Bonus Plan equal to 35% of his base salary based on achieving certain targeted performance goals established by the Chief Executive Officer and approved by the compensation committee for each fiscal year. The bonus for the year ending July 27, 2013 will be prorated for the partial year. No participant in the Annual Incentive Bonus Plan, including Mr. Rende, received an annual performance bonus for the fiscal year ended July 30, 2011. From time to time, Mr. Rende also will be eligible to receive upon the recommendation of the Chief Executive Officer, such discretionary bonuses as the compensation committee deems appropriate.

In addition to his base salary, on June 1, 2010, we granted Mr. Rende a ten-year, non-qualified option to purchase 100,000 shares of common stock under our 1988 Non-Qualified Stock Option Plan at an exercise price of \$0.84 per share (the closing price of our common stock on such date), with 25,000 shares vested on June 1, 2011, 25,000 shares vesting on June 1, 2012 and 50,000 shares vesting on June 1, 2013.

Additionally, on June 1, 2010, we issued Mr. Rende 100,000 shares of restricted stock under our 2000 Performance Equity Plan, with 25,000 shares vested on June 1, 2011, 25,000 shares vesting on June 1, 2012 and 50,000 shares vesting on June 1, 2013, provided that Mr. Rende is employed by us on each such date.

Mr. Rende's employment agreement also provides for us to pay the premiums on a life insurance policy for him providing a death benefit of \$1,000,000 to Mr. Rende's designated beneficiary and a disability insurance policy for Mr. Rende providing a non-taxable benefit of at least \$10,000 per month payable to Mr. Rende in the event of his disability. Under the employment agreement, Mr. Rende is prohibited from disclosing confidential information about us and employing or soliciting any of our current employees to leave us during his employment and for a period of one year thereafter. The employment agreement does not contain any change of control or non-competition provisions.

#### ***Linda LoRe***

On December 22, 2010, we entered into an employment agreement with Linda LoRe, which provided for Ms. LoRe to be employed as our President until July 28, 2012 at a base salary of \$400,000 per year. On August 19, 2011, we terminated the employment agreement and entered into a Transition Services, Separation Agreement and General Release with Ms. LoRe, pursuant to which, effective September 2, 2011, Ms. LoRe resigned as President

and a member of the board of directors of our company and its subsidiaries. Ms. LoRe will continue as a non-executive employee through January 20, 2012 (“Separation Date”), during which period she will provide transition services to us and continue to receive her base salary of \$400,000 per year and regular employee benefits.

In consideration for her provision of transition services, her continued cooperation in the process of transitioning her responsibilities, and her execution of general releases of claims in our favor, Ms. LoRe will be eligible to receive the following separation benefits: (1) her base salary from the day after the Separation Date through July 28, 2012 of \$207,692.31, which will be paid in accordance with our customary payroll procedures, subject to applicable deductions and withholdings; (2) the sum of \$250,000, which will be paid in 15 equal installments of \$16,666.67 in accordance with our customary payroll procedures, subject to applicable deductions and withholdings, beginning on the first payroll date following July 28, 2012; and (3) reimbursement by us to Ms. LoRe of (i) the portion of Ms. LoRe’s medical, dental and vision coverage that we paid during her employment, until the earlier of July 28, 2013 or the date Ms. LoRe becomes eligible for coverage under another group health plan, (ii) \$3,000 of the cost of the premium for a life insurance policy to be owned by Ms. LoRe for the annual period commencing on March 27, 2012, and (iii) the cost of the premiums for group long-term disability and core life insurance policies through July 28, 2012. In addition, consistent with the terms of Ms. LoRe’s prior agreements with us, an aggregate of 613,362 stock options with exercise prices ranging from \$1.05 to \$3.10 per share will be exercisable for a period of three months after the Separation Date and 112,000 shares of restricted stock granted to Ms. LoRe will remain fully vested.

### **Potential Termination Payments**

Messrs. Lynch, Jones and Rende each have an employment agreement with us that provides for the following potential payments in the event of their termination. Their employment agreements do not contain any change in control provisions. Unless otherwise indicated, all such payments will be paid in accordance with our normal payroll procedures. To the extent necessary to comply with Internal Revenue Code Section 409A, all cash amounts due may be paid in a lump-sum cash payment on the six-month anniversary of the date of termination of employment.

#### ***Thomas J. Lynch***

*Payment Upon Death or Disability.* In the event of death or termination due to “disability” (as defined in his employment agreement), Mr. Lynch, or his designated beneficiary, as the case may be, will be entitled to receive:

- base salary through the date of death or disability;
- any non-equity incentive compensation that would have become payable for the year in which the employment was terminated, pro-rated for the number of months worked during the fiscal year of termination;
- all valid business expense reimbursements; and
- all accrued but unused vacation pay.

In addition, in the case of death, his beneficiary will be entitled to receive proceeds from a company-paid life insurance policy to be provided to Mr. Lynch in his name. During the year ended July 30, 2011, Mr. Lynch did not elect to receive life insurance. We also maintain a long-term disability insurance policy for Mr. Lynch, which, upon his disability, will provide a non-taxable benefit of at least \$10,000 per month, payable to him. We currently provide him with a policy that pays a benefit of \$12,000 per month if he becomes disabled.

*Payment Upon Involuntary Termination Without Cause or Resignation for Good Reason.* If Mr. Lynch terminates his employment for “good reason” (as defined in his employment agreement) or is terminated by us without “cause” (as defined in his employment agreement), or if we do not continue his employment at the end of the employment term upon substantially similar terms, he will be entitled to receive the following:

- base salary through the end of the employment term (January 2, 2014);
- the sum of \$450,000;

- any non-equity incentive compensation that would have become payable for the year in which the employment was terminated, pro-rated for the number of months worked during the fiscal year of termination;
- life and disability insurance benefits through the end of the employment term;
- company-paid continuation of medical coverage for one year after the end of the term;
- all valid business expense reimbursements; and
- all accrued but unused vacation pay.

In addition, the stock option granted and the restricted stock issued to Mr. Lynch in June 2010 will continue to vest as scheduled.

### ***Donald Jones***

*Payment Upon Death or Disability.* In the event of death or termination due to “disability” (as defined in his employment agreement), Mr. Jones, or his designated beneficiary, as the case may be, will be entitled to receive:

- base salary through the date of death or disability;
- any non-equity incentive compensation that would have become payable for the year in which the employment was terminated, pro-rated for the number of months worked during the fiscal year of termination;
- all valid business expense reimbursements; and
- all accrued but unused vacation pay.

In addition, in the case of death, his beneficiary will be entitled to receive proceeds from a life insurance policy provided to Mr. Jones in his name for which we pay up to \$5,000 per year towards the cost of the annual premium. We also maintain a long-term disability insurance policy for Mr. Jones, which, upon his disability, will provide a non-taxable benefit of up to \$10,000 per month, payable to him.

*Payment Upon Involuntary Termination Without Cause or Resignation for Good Reason.* If Mr. Jones terminates his employment for “good reason” (as defined in his employment agreement) or is terminated by us without “cause” (as defined in his employment agreement), or if we do not continue his employment at the end of the employment term upon substantially similar terms, he will be entitled to receive the following:

- base salary for (a) three months from the date of termination (\$87,500) if such date is prior to January 31, 2012, (b) four months from the date of termination (\$116,667) if such date is between February 1, 2012 and August 22, 2012 or (c) six months from the date of termination (\$175,000) if such date is after August 22, 2012;
- any non-equity incentive compensation that would have become payable for the year in which the employment was terminated, pro-rated for the number of months worked during the fiscal year of termination;
- all valid business expense reimbursements; and
- all accrued but unused vacation pay.

In addition, the stock option granted and the restricted stock issued to Mr. Jones in September 2011 will continue to vest as scheduled.

### ***Thomas Rende***

*Payment Upon Death or Disability.* In the event of death or termination due to “disability” (as defined in his employment agreement), Mr. Rende, or his designated beneficiary, as the case may be, will be entitled to receive:

- base salary through the date of death or disability;

- any non-equity incentive compensation that would have become payable for the year in which the employment was terminated, pro-rated for the number of months worked during the fiscal year of termination;
- all valid business expense reimbursements; and
- all accrued but unused vacation pay.

In addition, in the case of death, his beneficiary will be entitled to receive proceeds from a company-paid life insurance policy provided to him in his name. We also maintain a long-term disability insurance policy for Mr. Rende, which will provide a non-taxable benefit of at least \$10,000 per month, payable to him.

*Payment Upon Involuntary Termination Without Cause or Resignation for Good Reason.* If Mr. Rende terminates his employment for “good reason” (as defined in his employment agreement) or is terminated by us without “cause” (as defined in his employment agreement), or if we do not continue his employment at the end of the employment term upon substantially similar terms, he will be entitled to receive the following:

- base salary through the end of the employment term (June 1, 2013);
- the sum of \$250,000;
- any non-equity incentive compensation that would have become payable for the year in which the employment was terminated, pro-rated for the number of months worked during the fiscal year of termination;
- life and disability insurance benefits through the end of the employment term;
- company-paid continuation of medical coverage for one year after the end of the term;
- all valid business expense reimbursements; and
- all accrued but unused vacation pay.

In addition, the stock option granted and the restricted stock issued to Mr. Rende in June 2010 will continue to vest as scheduled.

The following table reflects the amounts that would have been payable to each of Messrs. Lynch and Rende had their employment terminated as of July 30, 2011. Their employment agreements do not contain any change in control provisions. Since Mr. Jones was not employed by us as of July 30, 2011, his termination payments are described in the narrative above, and are not included in this table:

Name	Benefits	Death or Disability	Involuntary Termination Without Cause or Resignation for Good Reason
Thomas J. Lynch.....	Base Salary	\$ -	\$1,305,000
	Severance	-	450,000
	Medical Insurance	-	67,364
	Disability Insurance	-	4,176
	Accrued Vacation Pay	31,977	31,977
	Total	\$ 31,977	\$1,858,517
 Thomas Rende .....	Base Salary	 \$ -	 \$ 568,333
	Severance	-	250,000
	Medical Insurance	-	47,413
	Disability Insurance	-	2,640
	Life Insurance	-	5,360
	Accrued Vacation Pay	30,189	30,189
	Total	\$ 30,189	\$ 903,935

## Compensation Plans

### *Non-Equity Compensation Plan*

#### *Annual Incentive Bonus Plan*

On June 29, 2010, our board of directors adopted the Annual Incentive Bonus Plan. Our compensation committee selects employees to participate in the plan. Participants are eligible to receive an annual cash bonus of up to a percentage of the participant's base salary as determined by the compensation committee. The maximum cash bonus award for the named executive officers participating in the Annual Incentive Bonus Plan, expressed as a percentage of base salary as set forth in their respective employment agreements, is as follows: Thomas J. Lynch, 65%, Donald Jones, 50%, and Thomas Rende, 35%.

The bonus payment for each participant is calculated based on two components: (1) our annual financial performance ("Company Performance Component"), representing up to 80% of the total eligible bonus; and (2) the participant's individual performance ("Individual Performance Component"), representing up to 20% of the total eligible bonus. If we achieve less than 80% of the Target Adjusted EBITDA (as defined below), no participant will be eligible to receive any bonus. Since we achieved less than 80% of the Target Adjusted EBITDA established by the board of directors for the year ended July 30, 2011, no bonuses were given to any participant under the Annual Incentive Bonus Plan for fiscal year 2011.

Company Performance Component. The Company Performance Component is based upon an evaluation of our Adjusted EBITDA (defined as earnings before interest, taxes, depreciation, amortization, stock compensation expense, any bonus awarded under the plan, and adjustments for non-recurring items as determined by the board of directors) against a target Adjusted EBITDA approved annually by the board of directors ("Target Adjusted EBITDA"). If we achieve 100% or more of the Target Adjusted EBITDA, each participant's total eligible bonus will range from 10% of the total eligible bonus upon achievement of 100% of the Target Adjusted EBITDA up to a maximum of 80% of the total eligible bonus upon achievement of 140% or more of the Target Adjusted EBITDA.

Individual Performance Component. The Individual Performance Component is based on an individual's achievement of performance objectives, as approved annually by the compensation committee. If we achieve 80% or more of the Target Adjusted EBITDA, up to 20% of the participant's total eligible bonus may be paid out upon the achievement of such individual performance objectives.

### *Equity Compensation Plans*

#### *Amended and Restated 1988 Non-Qualified Stock Option Plan*

On December 13, 1988, our shareholders approved the 1988 Non-Qualified Stock Option Plan covering up to 833,333 shares of common stock to provide an additional continuing form of long-term incentive to selected officers. On September 19, 2006, our board of directors approved an amended and restated 1988 plan, which (i) increased the time period in which an employee terminated for any reason other than death or disability has to exercise the portion of the option which is exercisable on the date of termination from 30 days to 90 days following the date of termination; (ii) provided for continued exercisability of options after termination in the discretion of the compensation committee as set forth in the stock option agreement at the time of grant; (iii) increased the time period in which an employee terminated due to disability has to exercise the option from 180 days to one year from the date of termination; and (iv) increased the time period in which the legal representative or legatee under the will of an employee who dies within 90 days (instead of 30 days) after the date of termination of employment or while employed by us or a subsidiary has to exercise the decedent employee's option from 180 days to one year from the date of death. Unless terminated by the board, the 1988 plan will remain effective until no further options may be granted and all options granted under the plan are no longer outstanding. During fiscal year 2010, an option to purchase 100,000 shares was granted to our Chief Financial Officer and options to purchase an aggregate of 110,000 shares were granted to two employees under the 1988 plan. No options were granted under this plan during fiscal year 2011. As of November 14, 2011, there were options outstanding to purchase an aggregate of 732,500 shares, exercisable at prices ranging from \$0.38 to \$2.90 per share of our common stock at a weighted average exercise price of \$0.96 per share. There were 100,833 shares available for grant under the 1988 plan as of November 14, 2011.

#### *Amended and Restated 2000 Performance Equity Plan*

On February 22, 2000, the board of directors adopted the 2000 Performance Equity Plan covering 375,000 shares of common stock under which our officers, directors, key employees and consultants are eligible to receive incentive or non-qualified stock options, stock appreciation rights, restricted stock awards, stock reload options and other stock based awards. Shareholders approved the 2000 plan on November 28, 2000. On January 23, 2008, our shareholders approved an amended and restated 2000 plan, which increased the number of shares of our common stock available for issuance under the plan from 375,000 shares to 2,000,000 shares, added a 500,000 share limit on grants to any individual in any one calendar year in order for the plan to comply with Section 162(m) of the Internal Revenue Code and made other changes to comply with Section 409A of the Internal Revenue Code. The 2000 plan will terminate when no further awards may be granted and awards granted are no longer outstanding, provided that incentive options no longer may be granted. To the extent permitted under the provisions of the 2000 plan, the compensation committee has authority to determine the selection of participants, allotment of shares, price and other conditions of awards. During fiscal year 2010, 62,500 options were granted to employees under the 2000 plan. No awards were granted under this plan during fiscal year 2011. As of November 14, 2011, there were options outstanding to purchase an aggregate of 604,250 shares, exercisable at prices ranging from \$0.76 to \$3.10 per share of our common stock at a weighted average exercise price of \$2.64 per share. There were 326,584 shares available for grant under the 2000 plan as of November 14, 2011.

During fiscal year 2010, 150,000, 100,000 and 75,000 shares of restricted stock were issued pursuant to the 2000 plan to our Chief Executive Officer, our Chief Financial Officer and one employee, respectively. The 150,000 shares issued to our Chief Executive Officer vest in three equal annual installments of 50,000 shares each on January 2, 2012, 2013 and 2014, provided the executive is employed by us on each such date. The 100,000 shares issued to our Chief Financial Officer vest in three installments of 25,000, 25,000 and 50,000 shares on June 1, 2011, 2012 and 2013, respectively, provided the executive is employed by us on each such date. The 75,000 shares issued to one of our employees vest in three installments of 18,750, 18,750 and 37,500 shares on June 24, 2011, 2012 and 2013, respectively, provided the employee is employed by us on each such date.

Our Non-Employee Director Compensation Plan provides that each non-employee director may elect to receive the annual stipend and meeting fees in cash and/or shares of our common stock under our 2000 plan in such proportion as is determined by each non-employee director. In addition, on November 8, 2010, we made a one-time issuance of 20,000 shares of fully vested common stock to each of our four non-employee directors under the 2000 plan. As of November 14, 2011, an aggregate of 476,013 shares of common stock have been issued to non-employee directors under the 2000 plan.

#### *Amended and Restated 2003 Employee Equity Incentive Plan*

FOH Holdings adopted the 2003 Employee Equity Incentive Plan on December 1, 2003. The plan authorized FOH Holdings to issue incentive or nonqualified stock options to its employees and officers. The plan was amended and restated as of December 1, 2006, primarily to increase the number of shares covered under the plan and to permit the issuance of nonqualified stock options to independent directors. On January 28, 2008, the 2003 plan and underlying options were assumed by us. As of November 14, 2011, there were options outstanding to purchase an aggregate of 756,764 shares, exercisable at prices ranging from \$1.90 to \$4.52 per share of our common stock at a weighted average exercise price of \$2.43 per share. No additional grants may be made under the 2003 plan.

#### *2010 Long-Term Incentive Equity Plan*

On June 29, 2010, the board of directors adopted the 2010 Long-Term Incentive Equity Plan covering 4,000,000 shares of common stock under which our officers, directors, key employees and consultants are eligible to receive incentive or non-qualified stock options, stock appreciation rights, restricted stock awards, stock reload options and other stock based awards. This plan will terminate when no further awards may be granted and awards granted are no longer outstanding, provided that incentive options may only be granted until June 28, 2020. To the extent permitted under the provisions of the plan, the compensation committee has authority to determine the selection of participants, allotment of shares, price and other conditions of awards. During fiscal year 2010, an option to purchase 600,000 shares was granted to our Chief Executive Officer under the 2010 plan at an exercise price of \$0.78 per share. During fiscal year 2011, options were granted and shares of restricted stock were issued under the 2010 plan to the individuals in the amounts listed in the chart below. All of these options and shares of restricted stock vest in three equal installments on each of January 12, 2011, 2012 and 2013, and the options have an exercise price of \$1.05 per share. On September 8, 2011, we issued 80,000 shares of restricted stock and granted

150,000 options at an exercise price of \$0.62 per share to our President. These shares and options vest in two equal installments on each of August 22, 2012 and August 22, 2013. As of November 14, 2011, there were options outstanding under the 2010 plan to purchase an aggregate of 1,135,000 shares, exercisable at prices ranging from \$0.62 to \$1.05 per share of our common stock at a weighted average exercise price of \$0.85 per share. There were 2,612,000 shares available for grant under the 2010 plan as of November 14, 2011.

	<u>Number of Options</u>	<u>Number of Shares</u>
Chief Executive Officer	84,000	36,000
President	42,000	18,000
Chief Financial Officer	35,000	15,000
Non-Employee Directors (4)	70,000	30,000
Other Employees (8)	210,000	90,000
Total	<u>441,000</u>	<u>189,000</u>

### Compensation Arrangements for Directors

We pay our non-employee directors in accordance with the terms of our Non-Employee Director Compensation Plan, which was adopted by our board of directors in December 2004 and became effective on January 1, 2005. Under the plan, each non-employee director receives (i) an annual stipend of \$20,000, payable quarterly in arrears, (ii) \$2,000 per day for board or committee meetings attended in person, regardless of the number of meetings held that day and (iii) \$1,000 per meeting for board or committee meetings attended telephonically, unless two or more teleconference call meetings are held back-to-back on the same call, in which case each non-employee director will receive \$1,000 for the entire call. Payment of the annual stipend and meeting fees are made, at the election of each non-employee director, in cash and/or shares of common stock under our 2000 Performance Equity Plan in such proportion as is determined by each non-employee director. If a non-employee director elects to be paid in stock, either in full or in part, the number of shares of common stock to be issued is determined by dividing the dollar amount of the stipend and meeting fees earned during the quarter (or a percentage thereof, if the non-employee director elects to receive stock payment in part) by the last sale price of our common stock on the last trading day of each calendar quarter in which the fees were earned.

We also pay or reimburse each non-employee director for all transportation, hotel and other expenses reasonably incurred by the non-employee director in connection with attendance at board and committee meetings against itemized reports and receipts submitted with respect to any such expenses and approved in accordance with our customary procedures.

On November 8, 2010, we made a one-time issuance of 20,000 shares of fully vested common stock to each of our non-employee directors under the 2000 Performance Equity Plan.

On January 12, 2011, each non-employee director was issued 7,500 shares of restricted stock and options to purchase 17,500 shares of common stock at an exercise price of \$1.05 per share under the 2010 Long-Term Incentive Equity Plan. 33.3% of the shares and options vested on January 12, 2011, and 33.3% will vest on each of January 12, 2012 and 2013.

The following table summarizes the compensation of our non-employee directors for the year ended July 30, 2011. Directors who are employees of our company do not receive separate compensation for their service as a director.

<u>Name</u>	<u>Fees Earned or Paid in Cash (\$)</u>	<u>Stock Awards (\$)<sup>(1)</sup></u>	<u>Option Awards (\$)<sup>(1)</sup></u>	<u>All Other Compensation (\$)</u>	<u>Total (\$)</u>
Peter Cole .....	29,000	26,225	10,873	-	66,098
John L. Eisel .....	12,400	44,825 <sup>(2)</sup>	10,873	-	68,098
William F. Harley .....	-	50,225 <sup>(3)</sup>	10,873	-	61,098
Milton J. Walters .....	23,250	33,975 <sup>(4)</sup>	10,873	-	68,098

(1) Represents the aggregate grant date fair value of awards computed in accordance with ASC 718. Assumptions used in the calculation of these amounts are disclosed in Note 11 to our audited consolidated financial statements for the year ended July 30, 2011 contained in our Annual Report on Form 10-K filed with the SEC on October 28, 2011.

- (2) In addition to cash payments, Mr. Eisel received director compensation payments in 23,902 shares of common stock at a total value of \$18,600.
- (3) Mr. Harley received director compensation payments in 30,693 shares of common stock at a total value of \$24,000.
- (4) In addition to cash payments, Mr. Walters received director compensation payments in 9,959 shares of common stock at a total value of \$7,750.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires our officers, directors and persons who beneficially own more than ten percent of our common stock to file reports of ownership and changes in ownership with the SEC. These reporting persons are also required to furnish us with copies of all Section 16(a) forms they file. To our knowledge, based solely on the review of the copies of these forms furnished to us and representations that no other reports were required, all Section 16(a) reporting requirements were complied with during the fiscal year ended July 30, 2011.

### **Certain Relationships and Related Transactions**

#### ***Related Party Policy***

Our Code of Ethics requires us to avoid, wherever possible, all related party transactions that could result in actual or potential conflicts of interest, except under guidelines approved by the board of directors (or the audit committee). Related party transactions are defined under SEC rules as transactions in which (1) the aggregate amount involved will or may be expected to exceed the lesser of \$120,000 or one percent of the average of our total assets in any calendar year, (2) we or any of our subsidiaries is a participant, and (3) any related party, which includes (a) an executive officer, director or nominee for election as a director, (b) a greater than 5 percent beneficial owner of our common stock, or (c) an immediate family member of the persons referred to in clauses (a) and (b), has or will have a direct or indirect material interest. A conflict of interest situation can arise when a person takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest may also arise if a person, or a member of his or her family, receives improper personal benefits as a result of his or her position.

Our audit committee, pursuant to its written charter, is responsible for reviewing and approving related-party transactions to the extent we enter into such transactions. The audit committee will consider all relevant factors when determining whether to approve a related party transaction, including whether the related party transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related party's interest in the transaction. No director may participate in the approval of any transaction in which he or she is a related party, but that director is required to provide the audit committee with all material information concerning the transaction. Additionally, we require each of our directors and executive officers to complete a directors' and officers' questionnaire on an annual basis that elicits information about related party transactions. These procedures are intended to determine whether any such related party transaction impairs the independence of a director or presents a conflict of interest on the part of a director, employee or officer.

#### ***Related Party Transactions***

We did not engage in any related party transactions during the year ended July 30, 2011.

## **INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

A representative of MHM, our independent registered public accounting firm for the fiscal year ended July 30, 2011, is expected to be present at the Annual Meeting. The representative will have the opportunity to make a statement and will be available to respond to appropriate questions from shareholders. The board of directors has selected MHM as our independent registered public accounting firm for the fiscal year ending July 28, 2012.

## **SOLICITATION OF PROXIES**

The solicitation of proxies in the enclosed form is made on behalf of our board of directors and we are paying for the cost of this solicitation. In addition to the use of the mails, proxies may be solicited personally or by telephone using the services of our directors, officers and regular employees at nominal cost. We will reimburse banks, brokerage firms and other custodians, nominees and fiduciaries for expenses incurred in sending proxy material to beneficial owners of our stock.

## **SHAREHOLDER PROPOSALS AND NOMINATIONS**

In order for any shareholder proposal or nomination to be presented at the fiscal 2012 Annual Meeting of Shareholders or to be eligible for inclusion in our proxy statement for such meeting, we must receive them at our principal executive offices by July 28, 2012. Each proposal should include the exact language of the proposal, a brief description of the matter and the reasons for the proposal, the name and address of the shareholder making the proposal and the disclosure of that shareholder's number of shares of common stock owned, length of ownership of the shares, representation that the shareholder will continue to own the shares through the annual shareholder meeting, intention to appear in person or by proxy at the annual shareholder meeting and material interest, if any, in the matter being proposed.

Shareholders who wish to recommend to the nominating committee a candidate for election to the board of directors should send their letters to Frederick's of Hollywood Group Inc., 6255 Sunset Boulevard, Hollywood, California 90028, Attention: nominating and governance committee. The Corporate Secretary will promptly forward all such letters to the members of the nominating committee. Shareholders must follow certain procedures to recommend to the nominating and governance committee candidates for election as directors. In general, to provide sufficient time for the nominating and governance committee to evaluate candidates recommended by shareholders to be considered for nomination in connection with our Annual Meeting of Shareholders, the Corporate Secretary must receive the shareholder's recommendation no later than thirty days after the end of our fiscal year.

The recommendation must contain the following information about the candidate:

- Name and age;
- Current business and residence addresses and telephone numbers, as well as residence addresses for the past 20 years;
- Principal occupation or employment and employment history (name and address of employer and job title) for the past 20 years (or such shorter period as the candidate has been in the workforce);
- Educational background;
- Permission for us to conduct a background investigation, including the right to obtain education, employment and credit information;
- Three character references and contact information;
- The number of shares of our common stock beneficially owned by the candidate;
- The information that would be required to be disclosed by us about the candidate under the rules of the SEC in a proxy statement soliciting proxies for the election of such candidate as a director (which currently includes information required by Items 401, 404 and 405 of Regulation S-K); and
- A signed consent of the nominee to serve as a director of our company, if elected.

## **OTHER SHAREHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS**

The board of directors provides a process for shareholders and interested parties to send communications to the board. Shareholders and interested parties may communicate with the board of directors, any committee chairperson or the non-management directors as a group by writing to the board or committee chairperson in care of Frederick's of Hollywood Group Inc., 6255 Sunset Boulevard, Hollywood, California 90028. Each communication will be forwarded, depending on the subject matter, to the board, the appropriate committee chairperson or all non-management directors.

## **DISCRETIONARY VOTING OF PROXIES**

Pursuant to Rule 14a-4 promulgated by the SEC, shareholders are advised that our management will be permitted to exercise discretionary voting authority under proxies it solicits and obtains for the fiscal 2012 Annual Meeting of Shareholders with respect to any proposal presented by a shareholder at such meeting, without any discussion of the proposal in our proxy statement for such meeting, unless we receive notice of such proposal at our principal office in Hollywood, California, not later than October 16, 2012.

## **OTHER MATTERS**

The board of directors knows of no matter which will be presented for consideration at the Annual Meeting other than the matters referred to in this proxy statement. Should any other matter properly come before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote such proxy in accordance with their best judgment.

By Order of the Board of Directors

Thomas Rende, Secretary

Hollywood, California  
November 28, 2011