

MOVIE STAR INC /NY/
Form 3
January 30, 2008

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Â TOKARZ MICHAEL T</p> <p>(Last) (First) (Middle)</p> <p>287 BOWMAN, 2ND FLOOR</p> <p>(Street)</p> <p>PURCHASE, Â NY Â 10577</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/28/2008</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MOVIE STAR INC /NY/ [FOH]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
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Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock | 8,386,977 ⁽¹⁾ | I | See footnote ⁽²⁾ |
| Common Stock | 1,766,322 | I | See footnote ⁽³⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|--------------------------|
| Warrant | 01/28/2008 | 01/28/2011 | Common Stock | 298,296 | \$ 1.76 | I | See footnote. <u>(2)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TOKARZ MICHAEL T 287 BOWMAN, 2ND FLOOR PURCHASE, NY 10577 | Â | Â X | Â | Â |
| Tokarz Investments, LLC 287 BOWMAN, 2ND FLOOR PURCHASE, NY 10577 | Â | Â X | Â | Â |
| TTG APPAREL LLC 287 BOWMAN, 2ND FLOOR PURCHASE, NY 10577 | Â | Â X | Â | Â |

Signatures

| | |
|------------------------------------------------------------------------|------------|
| /s/ Michael T. Tokarz | 01/30/2008 |
| **Signature of Reporting Person | Date |
| /s/ Michael T. Tokarz, as Manager on behalf of Tokarz Investments, LLC | 01/30/2008 |
| **Signature of Reporting Person | Date |
| /s/ Michael T. Tokarz, as Manager on behalf of TTG Apparel, LLC | 01/30/2008 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Tokarz Investments, LLC ("Tokarz Investments") acquired certain of these shares pursuant to that certain Merger Agreement dated December 18, 2006 among the Issuer, FOH Holdings, Inc. and Fred Merger Corp. (the "Merger Agreement"). Of the shares issued to
- (1) Tokarz Investments under the Merger Agreement, 1,184,460 of these shares are currently being held in escrow and are subject to forfeiture during the 18 month period following the merger to satisfy claims arising as a result of Tokarz Investments' breach of any of its representations and warranties or covenants in the Merger Agreement.
 - (2) These shares are owned directly by Tokarz Investments. Michael T. Tokarz ("Tokarz") is the controlling person of Tokarz Investments and is the indirect beneficial owner of the reported securities.
 - (3) These shares are owned directly by TTG Apparel, LLC ("TTG"). Tokarz is the controlling person of TTG and is the indirect beneficial owner of the reported securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.