

TARRANT APPAREL GROUP  
Form SC 13G/A  
February 13, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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SCHEDULE 13G/A

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13D-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(AMENDMENT NO. 5) (1)

TARRANT APPAREL GROUP

-----  
(Name of Issuer)

COMMON STOCK, NO PAR VALUE

-----  
(Title of Class of Securities)

876289 109

-----  
(CUSIP Number)

December 31, 2007

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

-----  
(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 CUSIP NO. 876289 109  
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13G

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 Page 2 of 5 Pages  
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 1 NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

TODD KAY

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

-----  
 3 SEC USE ONLY

-----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 U.S.A.

-----  
 NUMBER OF SHARES 5 SOLE VOTING POWER  
 4,895,999 (1)

-----  
 BENEFICIALLY OWNED BY 6 SHARED VOTING POWER  
 0

-----  
 REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER  
 4,895,999 (1)

-----  
 8 SHARED DISPOSITIVE POWER  
 0

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,895,999 (1)

-----  
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.2%

-----  
 12 TYPE OF REPORTING PERSON\*

IN

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 (1) Includes 2,333,332 shares which may be acquired by the Reporting Person upon exercise of stock options.

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ITEM 1(a) NAME OF ISSUER:

Tarrant Apparel Group

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

3151 East Washington Boulevard  
Los Angeles, California 90023

ITEM 2(a) NAME OF PERSON FILING:

Todd Kay

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

3151 East Washington Boulevard  
Los Angeles, California 90023

ITEM 2(c) CITIZENSHIP:

U.S.A.

ITEM 2(d) TITLE OF CLASS OF SECURITIES:

Common Stock, no par value

ITEM 2(e) CUSIP NUMBER:

876289 109

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B) OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

Not Applicable.

ITEM 4 OWNERSHIP:

Included in rows 5 through 9 and 11 on page 2.

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not Applicable.

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not Applicable.

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ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not Applicable.

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable.

ITEM 9 NOTICE OF DISSOLUTION OF GROUP

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Not Applicable.

ITEM 10 CERTIFICATION

Not Applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

FEBRUARY 13, 2008

-----  
Date

/S/ TODD KAY

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Signature

TODD KAY

-----  
Name/Title

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