

GUEZ GERARD
Form 4
August 20, 2009

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GUEZ GERARD

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
COB & Interim CEO

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

(Street)

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

LOS ANGELES, CA 90017

(City) (State) (Zip)

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

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/20/2009		D		10,116,416	D	\$ 0.85
							0

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

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number Shares
Option to Purchase Common Stock	\$ 3.65	08/20/2009		D	1,000,000	(2) 05/28/2013	Common Stock	1,000,000	
Option to Purchase Common Stock	\$ 5.5	08/20/2009		D	1,000,000	(4) 05/15/2012	Common Stock	1,000,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUEZ GERARD C/O TARRANT APPAREL GROUP 801 S. FIGUEROA STREET, SUITE 2500 LOS ANGELES, CA 90017	X	X	COB & Interim CEO	

Signatures

/s/ Gerard Guez 08/20/2009

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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

(1) Disposed of in connection with the merger of Tarrant Apparel Group with Sunrise Merger Company effective August 20, 2009 (the "Merger"), pursuant to the Agreement and Plan of Merger dated as of February 26, 2009, as subsequently amended on June 26, 2009, among Tarrant Apparel Group, Sunrise Merger Company and Sunrise Acquisition Company, LLC. In connection with the Merger, the shares listed were exchanged for an equity interest in Sunrise Acquisition Company, LLC.

(2) The option vested and became exercisable in four equal annual installments, commencing on May 28, 2004.

(3) The option was cancelled in the Merger for no consideration.

(4) The option vested and became exercisable in four equal annual installments of 250,000 shares, on each of November 11, 2002, May 15, 2003, May 15, 2004 and May 15, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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