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GLOBAL RETAIL PARTNERS LP Form 4 July 09, 2009 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Section 16. Form 4 or Form 5 obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1934, if no longer as obligations as				,,							
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL Washington, D.C. 20549 OMB APPROVAL Washington, D.C. 20549 Check this box subject to section 16. Form 5 or may continue. Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIPTOR SECURITIES Check this box subject to section 16. Check this box subject to section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIPTOR SECURITIES Check this box subject to section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIPTOR SECURITIES Statement of the provide the provi		ERS LP									
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2121 AVENUE OF THE STARS, 31ST FLOOR 07/07/2009 below) below) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check LOS ANGELES, CA 90067-5014 Filed(Month/Day/Year) Applicable Line) Form filed by More than One Reporting Person _X Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security 2. Transaction Date (Month/Day/Year) 3. 4. Securities Acquired (A) 5. Amount of or Disposed of (D) 6. 7. Nature of Security (Instr. 3) Execution Date, if any Transaction Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial Beneficial (A) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4)	(Last) (First)	(First) (Middle) 3. Date of Earliest Transaction									
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	le and unt of rlying tities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address					
	Director	10% Owner	Officer	Other	
GRP II, L.P. 2121 AVENUE OF THE STARS 31ST FLOOR LOS ANGELES, CA 90067-5014		Х			
GLOBAL RETAIL PARTNERS LP 2121 AVENUE OF THE STARS 31ST FLOOR LOS ANGELES, CA 90067-5014		Х			
GRP II Partners, L.P. 2121 AVENUE OF THE STARS 31ST FLOOR LOS ANGELES, CA 90067-5014		Х			
GRP II Investors, L.P. 2121 AVENUE OF THE STARS 31ST FLOOR LOS ANGELES, CA 90067-5014		Х			
Signatures					
/s/ Robert S. Guttman, as attorney-in	07/09/2009				
<u>**</u> Signature of Repo	Date				
/s/ Robert S. Guttman, as attorney-in L.P.	07/09/2009				
<u>**</u> Signature of Repo	orting Person				Date
/s/ Robert S. Guttman, as attorney-in	07/09/2009				
<u>**</u> Signature of Repo	orting Person				Date
/s/ Robert S. Guttman, as attorney-in	-fact for C	GRP II Invest	ors, L.P.		07/09/2009

**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).

shares was terminated on June 26, 2009. Please see footnote 2 below for more information regarding GRPMSC.

On July 7, 2009, in connection with its liquidation and winding up, Global Retail Partners, L.P. ("GRP I") made an in-kind distribution, without any additional consideration, of all 2,682,108 of its shares of Common Stock to the limited and general partners of GRP I. The agreement pursuant to which GRP Management Services Corp. ("GRPMSC") shared voting and investment power with respect to such

Following this transaction, GRP II, L.P. ("GRP II") held 6,927,494 shares; GRP II Investors, L.P. ("GRP II Investors") held 535,042 shares; GRP II Partners, L.P. ("GRP II Partners") held 196,741 shares; and GRPMSC held an aggregate of 649,768 shares as escrow agent for GRP II, GRP II Investors and GRP II Partners. GRPVC, L.P. ("GRPVC") is the general partner of each of GRP II and GRP II

(2) agent for OKP II, OKP II Investors and OKP II Pattiers. OKP VC, L.F. (OKP VC) is the general pattier of OKP II and OKP II and OKP II Pattiers, and GRPMSC is the general partner of GRPVC and GRP II Investors. Steven E. Lebow, Yves Sisteron and Herve J.F. Defforey are members, together with Steven Dietz and Brian McLoughlin, of the investment committee of GRP II, GRP II Investors and GRP II Partners.

As a result, each of Messrs. Lebow, Sisteron and Defforey may be deemed to possess indirect beneficial ownership of the shares owned(3) by GRP II, GRP II Investors and GRP II Partners. Messrs. Lebow, Sisteron and Defforey disclaim beneficial ownership of all such shares except to the extent of their pecuniary interest therein.

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.