Charney Dov
Form SC 13D/A
December 07, 2010

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
[Rule 13d-101]

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13D-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13D-2(A)

(Amendment No. 3)

American Apparel, Inc.
(Name of Issuer)

Common Stock, $0.0001 par value per share
(Title of Class of Securities)

023850 100
(CUSIP Number)

Dov Charney
American Apparel, Inc.
747 Warehouse Street
Los Angeles, California 90021
(213) 488-0226
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

Copies to:

Jeffrey H. Cohen, Esq.
David C. Eisman, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
300 South Grand Avenue
Los Angeles, California 90071
(213) 687-5000

November 12, 2010
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

CUSIP NO. 023850 100

1. Names of Reporting Persons. Dov Charney

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(A) [__]
(B) [X]

3. SEC Use Only

4. Source of Funds (see Instructions)

PF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) [__]

6. Citizenship or Place of Organization

Canada

Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 41,009,689
	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 41,009,689
	10.	Shared Dispositive Power 0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

41,009,689

12. Check if the Aggregate Amount In Row (11) Excludes Certain Shares (See Instructions)[X] (see Item 5)

13. Percent of Class Represented by Amount in Row 11

51.8%

14. Type Of Reporting Person (See Instructions)

IN

This Amendment No. 3 ("Amendment No. 3") amends and supplements the Schedule 13D, dated December 12, 2007 and filed by Dov Charney (the "reporting person") with the Securities and Exchange Commission (the "SEC") on December 26, 2007 (the "Original Schedule 13D"), as amended by Amendment No. 1 thereto, dated March 13, 2009 and filed by the reporting person with the SEC on March 23, 2009 ("Amendment No. 1"), and Amendment No. 2 thereto, dated April 14, 2009 and filed by the reporting person with the SEC on April 16, 2009 (collectively with the Original Schedule 13D and Amendment No. 1, the "Schedule 13D"), with respect to the common stock, par value $0.0001 per share (the "Common Stock"), of American Apparel, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used but not defined herein shall have the respective meanings set forth in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

The response to Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following paragraph at the end of such Item 3:

From November 12, 2010 to December 1, 2010, the reporting person purchased a total of 2,896,624 shares of Common Stock (as more fully described in Item 5(c) below) with personal funds for approximately $3.87 million, excluding fees and commissions.

Item 5. Interest in Securities of the Issuer.

(a) and (b) The response to Item 5 of the Schedule 13D is hereby amended and supplemented by replacing subsections (a) and (b) in their entirety with the following:

The reporting person directly beneficially owns 41,009,689 shares of Common Stock, representing approximately 51.8% of the outstanding shares of Common Stock based on the Issuer having 79,109,694 shares of Common Stock outstanding as of December 1, 2010. The reporting person has the sole power to vote or direct the vote of, and the sole power to dispose or to direct the disposition of, all of the shares beneficially owned by the reporting person.

As a result of the Investment Voting Agreement (as defined in Item 6), the reporting person and Lion Capital (Guernsey) II Limited, a Guernsey limited company ("Lion"), may be deemed to constitute a "group" under Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that collectively beneficially owns approximately 57,009,689 shares of Common Stock, or 72.1% of the Issuer's total number of shares of Common Stock outstanding as of December 1, 2010 (after giving effect to the issuance of the full 16,000,000 shares of Common Stock issuable upon exercise of the Lion Warrant (as defined in Item 6)), for purposes of Section 13(d) of the Exchange Act. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that the reporting person is a member of a group with Lion for purposes of Section 13(d) of the Exchange Act or for any other purpose, and such membership is expressly disclaimed. In addition, neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that the reporting person is the beneficial owner of any Common Stock beneficially owned by Lion for purposes of Section 13(d) of the Exchange Act or for any other purpose, and such beneficial ownership is expressly disclaimed.

(c) The response to Item 5 of the Schedule 13D is hereby amended and supplemented by adding the following paragraph at the end of subsection (c) of such Item 5:

The following table sets forth the transactions in the Common Stock effected by the reporting person during the past 60 days:

Date	Type of Transaction	Type of Security	Number of Shares	Weighted Average Price Per Share
11/12/2010	Open Market Purchase	Common Stock	877,862	$1.21
11/15/2010	Open Market Purchase	Common Stock	306,217	$1.23
11/16/2010	Open Market Purchase	Common Stock	302,969	$1.26
11/17/2010	Open Market Purchase	Common Stock	100,900	$1.32
11/17/2010	Open Market Purchase	Common Stock	99,100	$1.33
11/18/2010	Open Market Purchase	Common Stock	80,000	$1.35
12/1/2010	Private Purchase	Common Stock	1,129,576	$1.48

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.

Dated: December 7, 2010

/s/ Dov Charney
Dov Charney