

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>HARBINGER GROUP INC.</u>  (Last) (First) (Middle) 450 PARK AVENUE, 30TH FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FREDERICK'S OF HOLLYWOOD GROUP INC./NY/ [ FOHL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/26/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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)	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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Series B Preferred Stock	\$0.25	09/26/2013		j <sup>(3)</sup>	V	4,545 <sup>(3)</sup>		03/15/2013	<sup>(4)</sup>	Common Stock	1,818,000	\$0.25	104,545	I	See footnote <sup>(1)(2)</sup>
Common Stock Warrant - Employee Stock Option Coverage	\$0.67	09/26/2013		j <sup>(5)</sup>	V		79,500		<sup>(5)</sup>	Common Stock	79,500	\$0.00	1,818,000	I	See footnote <sup>(1)(2)</sup>
Convertible Series B Preferred Stock	\$0.25	09/26/2013		p <sup>(8)(9)</sup>		104,545 <sup>(3)</sup>		03/15/2013	<sup>(4)</sup>	Common Stock	1,818,000	\$0.25	104,545	I	See footnote <sup>(1)(2)</sup>
Common Stock Warrant - Employee Stock Option Coverage <sup>(8)(9)</sup>	\$0.67	09/26/2013		p <sup>(8)(9)</sup>		1,818,000			<sup>(6)</sup>	Common Stock	1,818,000	\$0.00	1,818,000	I	See footnote <sup>(1)(2)</sup>
Common Stock Warrant - Series A Warrant Coverage <sup>(8)(9)</sup>	\$0.45	09/26/2013		p <sup>(8)(9)</sup>		500,000			<sup>(6)</sup>	Common Stock	500,000	\$0.00	500,000	I	See footnote <sup>(1)(2)</sup>
Common Stock Warrant - Series A Warrant Coverage <sup>(8)(9)</sup>	\$0.53	09/26/2013		p <sup>(8)(9)</sup>		500,000			<sup>(6)</sup>	Common Stock	500,000	\$0.00	500,000	I	See footnote <sup>(1)(2)</sup>
Common Stock Warrant - Series A Warrant Coverage <sup>(8)(9)</sup>	\$0.6	09/26/2013		p <sup>(8)(9)</sup>		500,000			<sup>(6)</sup>	Common Stock	500,000	\$0.00	500,000	I	See footnote <sup>(1)(2)</sup>
Common Stock Warrant - PIPE Warrant Coverage <sup>(8)(9)</sup>	\$1.21	09/26/2013		p <sup>(8)(9)</sup>		1,380,850			<sup>(6)</sup>	Common Stock	1,380,850	\$0.00	1,380,850	I	See footnote <sup>(1)(2)</sup>
Common Stock Warrant - Series A Warrant Coverage <sup>(8)(9)</sup>	\$0.01	09/26/2013		p <sup>(8)(9)</sup>		5,468,127			<sup>(6)</sup>	Common Stock	5,468,127	\$0.00	5,468,127	I	See footnote <sup>(1)(2)</sup>

1. Name and Address of Reporting Person* <u>HARBINGER GROUP INC.</u>  (Last) (First) (Middle) 450 PARK AVENUE, 30TH FLOOR  (Street) NEW YORK NY 10022		
--	--	--

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>FALCONE PHILIP</u>		
(Last)	(First)	(Middle)
450 PARK AVENUE, 30TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

**Explanation of Responses:**

- The securities of the Issuer reported herein are beneficially owned by Harbinger Group Inc. ("HGI") and held in the name of HGI's wholly-owned subsidiary, HGI Funding, LLC ("HGI Funding"). Mr. Falcone is the Chief Executive Officer and Chairman of the Board of Directors of HGI and the portfolio manager of certain controlling persons of HGI. Mr. Falcone does not own directly any securities of the Issuer. However, as a result of Mr. Falcone's position with HGI and his relationship with HGI's controlling persons, Mr. Falcone may be deemed to beneficially own securities of the Issuer directly owned by HGI. HGI and Mr. Falcone are referred to herein as the "Reporting Persons." (Continued in Footnote 2)
- Each of the Reporting Persons disclaims beneficial ownership of the securities of the Issuer reported herein except to the extent of its or his pecuniary interest therein, and this Form 4 shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities of the Issuer reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- Pursuant to the terms of the Convertible Series B Preferred Stock, dividends are fixed and are payable quarterly in arrears either (i) in cash at a rate of 9% per annum, or (ii) in the Issuer's sole discretion, in additional shares of Convertible Series B Preferred Stock at a rate of 12% per annum. Prior to September 26, 2013, an aggregate amount of 4,545 shares of Convertible Series B Preferred Stock were paid by the Issuer as paid in kind dividends in accordance with the terms of the Convertible Series B Preferred Stock.
- The 104,545 shares of Convertible Series B Preferred Stock may be converted into Common Stock at any time, and expire upon the earlier to occur of (i) the conversion of such securities into Common Stock pursuant to their terms or (ii) the redemption thereof by the Issuer.
- According to the Issuer, as of the date hereof, employee stock options of the Issuer representing the option to purchase 79,500 shares of the Issuer's Common Stock have expired. Accordingly, warrants to purchase 79,500 shares of the Issuer's Common Stock under the Common Stock Warrant - Employee Stock Option Coverage reported on the Form 3 filed by the Reporting Persons on March 25, 2013 and voluntarily reported in Table II of this Form 4 have also expired. Neither HGI Funding nor any of the Reporting Persons received any value in connection with such expiration.
- In accordance with the terms thereof, the warrants are only exercisable upon a corresponding exercise or conversion of securities representing 10,166,977 shares of Common Stock, which are not owned by the Reporting Persons.
- The Common Stock Warrant - Series A Coverage expires on the earlier of (i) thirty days after the conversion of the Issuer's Convertible Series A Preferred Stock into Common Stock pursuant to its terms, or (ii) upon the redemption thereof by the Issuer.
- On September 26, 2013, Five Island Asset Management LLC ("Five Island"), a wholly-owned subsidiary of HGI, sold to HGI Funding 104,545 shares of Convertible Series B Preferred Stock and 10,166,977 warrants (the "Transferred Securities") in exchange for \$10,653,100 pursuant to a transfer and sale agreement, dated as of September 26, 2013, by and between Five Island and HGI Funding (the "Transfer and Sale Agreement"). Pursuant to the terms of the Transfer and Sale Agreement, the transfer of the Transferred Securities became effective on September 27, 2013. The Transferred Securities were reported as beneficially owned by HGI and Mr. Falcone on their Form 3 filed on March 25, 2013.(Continued in footnote 9)
- Other than (i) the 4,545 shares of Convertible Series B Preferred Stock that were paid by the Issuer as paid in kind dividends in accordance with the terms of the Convertible Series B Preferred Stock voluntarily reported in Table II of this Form 4 and (ii) the expiration of warrants to purchase 79,500 shares of the Issuer's Common Stock under the Common Stock Warrant - Employee Stock Option Coverage, which such warrant was originally reported on the Form 3 filed by the Reporting Persons on March 25, 2013 and is voluntarily reported in Table II of this Form 4, there has been no change in the beneficial ownership of the Issuer's securities by HGI and Mr. Falcone.

**Remarks:**

(+) As of the date hereof, HGI Funding has the right to appoint two persons to the board of directors of the Issuer. As a result, following such appointment, the Reporting Person herein may be deemed to be a director of the Issuer by deputization.

Harbinger Group Inc. By: /s/  
Thomas A. Williams, Executive 09/30/2013  
Vice President and Chief  
Financial Officer  
/s/ Phil Falcone (+) 09/30/2013  
 \*\* Signature of Reporting Person Date

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

\* 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).

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

**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 Number.**