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TARRANT APPAREL GROUP
Form S-8
June 16, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TARRANT APPAREL GROUP
(Exact Name of Registrant as Specified in Its Charter)

CALIFORNIA
(State or Other Jurisdiction of Incorporation or
Organization)

95-4181026
(I.R.S. Employer
Identification No.)

3151 EAST WASHINGTON BOULEVARD
LOS ANGELES, CALIFORNIA
(Address of Principal Executive Offices)

90023
(Zip Code)

TARRANT APPAREL GROUP EMPLOYEE INCENTIVE PLAN
(Full Title of the Plan)

PATRICK CHOW
CHIEF FINANCIAL OFFICER
TARRANT APPAREL GROUP
3151 EAST WASHINGTON BOULEVARD
LOS ANGELES, CALIFORNIA 90023
(Name and Address of Agent for Service)

(323) 780-8250
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:
JOHN MCILVERY, ESQ.
STUBBS ALDERTON & MARKILES, LLP
15821 VENTURA BOULEVARD, SUITE 525
ENCINO, CA 91436

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount to be Registered (1)	Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock.....	1,500,000	\$3.55	\$5,325,000	\$490.00

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, this
Registration Statement also covers such additional shares of the Common

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Stock as may become issuable pursuant to the anti-dilution provisions of the Employee Incentive Plan. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of securities to be offered or sold pursuant to the Employee Incentive Plan.

- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h)(1) under the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Common Stock on the NASDAQ Stock Market on June 13, 2003.

PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8 ("REGISTRATION OF ADDITIONAL SECURITIES"), THE REGISTRANT HEREBY MAKES THE FOLLOWING STATEMENT:

On November 13, 2000, Tarrant Apparel Group (the "Registrant") filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration No. 333-49810) (the "Prior Registration Statement") relating to shares of the Common Stock to be issued pursuant to the Tarrant Apparel Group Employee Incentive Plan, as amended (the "Plan"), and the Prior Registration Statement is currently effective. This Registration Statement relates to securities (a) of the same class as those to which the Prior Registration Statement relates and (b) to be issued pursuant to the Plan. The contents of the Prior Registration Statement are incorporated herein by reference.

THE FOLLOWING EXHIBITS ARE FILED AS PART OF THIS REGISTRATION STATEMENT:

- 5.1 Opinion of Stubbs Alderton & Markiles, LLP.
- 23.1 Consent of Ernst & Young, LLP
- 23.2 Consent of Stubbs Alderton & Markiles, LLP (included in Exhibit 5.1).
- 24.1 Power of Attorney (included as part of the Signature Page of this Registration Statement).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on this 16th day of June, 2003.

TARRANT APPAREL GROUP
(Registrant)

By: /S/ PATRICK CHOW

Patrick Chow

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Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Gerard Guez and Patrick Chow as his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and to file a new registration statement under Rule 461 or Instruction E of Form S-8 of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

SIGNATURE -----	TITLE -----	DATE -----
/S/ GERARD GUEZ ----- Gerard Guez	Chief Executive Officer and Chairman of the Board of Directors	June 16, 2003
/S/ TODD KAY ----- Todd Kay	President and Vice Chairman of the Board of Directors	June 16, 2003
/S/ PATRICK CHOW ----- Patrick Chow	Chief Financial Officer, Treasurer and Director	June 16, 2003
/S/ LARRY RUSS ----- Larry Russ	Director	June 16, 2003
/S/ STEPHANE FAROUZE ----- Stephane Farouze	Director	June 16, 2003
/S/ MITCHELL SIMBAL ----- Mitchell Simbal	Director	June 16, 2003
/S/ BARRY AVED ----- Barry Aved	Director	June 16, 2003
/S/ JOSEPH MIZRACHI -----	Director	June 16, 2003

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Joseph Mizrachi

/S/ MILTON KOFFMAN

Director

June 16, 2003

Milton Koffman

EXHIBIT INDEX

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