

CHEROKEE INC
Form 4
February 03, 2015

FORM 4

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

OMB APPROVAL

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

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 *
Stupp Henry

(Last) (First) (Middle)
5990 SEPULVEDA BLVD #600
(Street)

SHERMAN OAKS, CA 91411

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CHEROKEE INC [CHKE]

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

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)		
				(A) or (D)	Price				
Common Stock	01/30/2015		M	20,000	A	11	89,529	D	
Common Stock	01/30/2015		F	7,578	D	\$	18.18	81,951	D

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

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SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Stock Options (right to buy)	\$ 18.3					01/31/2012 08/26/2016	Common Stock 18,7
Common Stock Options (right to buy)	\$ 18.3					01/31/2013 08/26/2016	Common Stock 18,7
Common Stock Options (right to buy)	\$ 18.3					01/31/2014 08/26/2016	Common Stock 18,7
Common Stock Options (right to buy)	\$ 18.3					01/31/2015 08/26/2016	Common Stock 18,7
Common Stock Options (right to buy)	\$ 18.3					01/31/2016 08/26/2016	Common Stock 18,7
Common Stock Options (right to buy)	\$ 13.06					06/18/2013 06/18/2019	Common Stock 30,0
Common Stock Options (right to buy)	\$ 13.06					06/18/2014 06/18/2019	Common Stock 30,0
Common Stock Options (right to buy)	\$ 13.06					06/18/2015 06/18/2019	Common Stock 30,0
	(1)					(1) 01/30/2016	10,0

Performance Stock Unit								Common Stock	
Common Stock Options (right to buy)	\$ 13.54					05/09/2015	05/09/2021	Common Stock	25,000
Common Stock Options (right to buy)	\$ 13.54					05/09/2016	05/09/2021	Common Stock	25,000
Common Stock Options (right to buy)	\$ 13.54					05/09/2017	05/09/2021	Common Stock	25,000
Performance Stock Unit	<u>(1)</u>	01/30/2015		M	20,000	<u>(1)</u>	01/30/2016	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stupp Henry 5990 SEPULVEDA BLVD #600 SHERMAN OAKS, CA 91411	X		Chief Executive Officer	

Signatures

Jason Boling under POA for Henry Stupp
 Signature: _____ Date: 02/03/2015

**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).

See footnotes (1), (2) and (3) of the Form 4 filed by the reporting person with the Securities and Exchange Commission on July 18, 2013.

(1) On January 30, 2015, 2/3 of the shares subject to the performance stock unit award vested in full, and 1/3 of the shares subject to such award remain unvested.

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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