

JOE'S JEANS INC.  
Form 424B3  
December 10, 2015

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**Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-207777**

## **JOINT PROXY AND CONSENT SOLICITATION STATEMENT/PROSPECTUS**

**2340 South Eastern Avenue  
Commerce, California 90040  
(323) 837-3700  
December 10, 2015**

To the Stockholders of Joe's Jeans Inc. and Equity Holders of RG Parent LLC:

On behalf of the Board of Directors of Joe's Jeans Inc., which we refer to as the Company, and the Board of Managers of RG Parent LLC, which we refer to as RG or Robert Graham, we are pleased to deliver to you this joint proxy and consent solicitation statement/prospectus relating to, among other matters, a proposed merger transaction, described below, which is part of a series of transactions pursuant to which the Company intends to combine its Hudson® brand and business with the Robert Graham® premium lifestyle apparel brand and business.

If you are a stockholder of the Company, you are cordially invited to attend the 2015 Annual Meeting of Stockholders of the Company, which will be held at the Sofitel Hotel Los Angeles, 8555 Beverly Boulevard, Los Angeles, California 90048, on January 15, 2016. The 2015 Annual Meeting of Stockholders will begin promptly at 9:00 a.m. local time. At the annual meeting, the Company's stockholders will be asked to vote on the proposed issuance and sale by the Company of its shares of common stock in connection with the proposed merger transaction involving RG and an amendment to the Company's certificate of incorporation to effect a one-for-thirty reverse stock split, each as described below. In addition, at the annual meeting the Company's stockholders will be asked to elect directors, approve, on an advisory basis, the executive compensation of its named executive officers in connection with the merger and to ratify the appointment of our auditors. Information about this meeting and the merger is contained in the attached document, which we refer to as a joint proxy and consent solicitation statement/prospectus.

On September 8, 2015 the Company and RG entered into an agreement and plan of merger, which we refer to as the Merger Agreement, pursuant to which the Company intends to acquire all the outstanding equity interests of RG in exchange for cash and the issuance of the Company's common stock. JJ Merger Sub LLC, a wholly-owned subsidiary of the Company, will merge with and into RG, so that RG, as the surviving entity, will become a wholly-owned subsidiary of the Company, which transaction we refer to as the Merger. In the Merger, each membership interest in RG will be converted into the right to receive cash and shares of the Company's common stock. RG is a portfolio company of Tengram Capital Partners, L.P. and its principal business activity involves the design, development and marketing of luxury lifestyle brand apparel products that bear the brand Robert Graham®.

Consummation of the Merger is subject to a number of conditions described in this joint proxy and consent solicitation statement/prospectus, including, among others, approval of the Merger Agreement by RG's equity holders and the approval by the Company's stockholders of (1) the issuance of up to 15,688,675 shares of the Company's common stock (after giving effect to the reverse stock split described below) pursuant to four separate proposals consisting of (a) 8,870,968 shares of the Company's common stock issuable to holders of

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membership interests in RG pursuant to the Merger Agreement, (b) 1,154,194 shares of the Company's common stock issuable to holders of the Company's Convertible Notes pursuant to the Rollover Agreement as described herein, (c) 1,183,226 shares of the Company's common stock issuable upon conversion of the Modified Convertible Notes being issued pursuant to the Rollover Agreement as described herein and (d) 4,480,287 shares of the Company's common stock issuable upon the conversion of the Series A Convertible Preferred Stock being issued pursuant to the Stock Purchase Agreement in connection with the Merger as described herein; and (2) an amendment to our certificate of incorporation to effect a one-for-thirty reverse stock split of the Company's issued and outstanding common stock, which reverse stock split will not change the par value or the amount of authorized shares of our common stock. For a description of the conditions for the Merger, see the section entitled "*Summary of Merger Agreement Conditions to the Merger*" in this joint proxy and consent solicitation statement/prospectus.

If you are a holder of equity interests in RG, you are urged to complete, date and sign the enclosed written consent and promptly return it to RG. See the section entitled "*Solicitation of Written Consents From RG's Equity Holders*" beginning on page 53.

After careful consideration, the Company's Board of Directors and RG's Board of Managers have approved the Merger Agreement and the Company's Board of Directors has determined that it is advisable to enter into the Merger. The Company's Board of Directors has approved the respective proposals referred to above and recommends that the Company's stockholders vote "**FOR**" the proposals listed in this joint proxy and consent solicitation statement/prospectus by executing and returning the enclosed proxy card, voting by telephone or Internet or voting in person at the 2015 Annual Meeting of Stockholders. As more fully described in this joint proxy and consent solicitation statement/prospectus, if certain proposals are not approved, we will not be able to complete the Merger. We encourage you to read this entire joint proxy and consent solicitation statement/prospectus carefully, as well as the appendices and information included therewith.

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The Company's common stock is quoted on The NASDAQ Capital Market under the symbol "JOEZ." RG is a privately held company and there is no public market for its membership interests.

**FOR A DISCUSSION OF THE RISKS RELATING TO THE MERGER AND AN INVESTMENT IN THE COMPANY'S COMMON STOCK, SEE "RISK FACTORS" BEGINNING ON PAGE 30.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the transactions described in this joint proxy and consent solicitation statement/prospectus or the securities to be issued pursuant to such transactions or determined that this joint proxy and consent solicitation statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

On behalf of the Board of Directors of the Company and the Board of Managers of RG, we thank you for your support and continued interest in our companies.

Sincerely,

Samuel J. Furrow  
*INTERIM CHIEF EXECUTIVE OFFICER AND  
CHAIRMAN OF THE BOARD OF DIRECTORS  
JOE'S JEANS INC.*

William Sweedler  
*CHAIRMAN OF THE BOARD OF MANAGERS  
RG PARENT LLC*

*This joint proxy and consent solicitation statement/prospectus is dated December 10, 2015, and is first being mailed on or about December 15, 2015 to the Company's common stockholders and RG's equity holders.*

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## JOE'S JEANS INC.

2340 South Eastern Avenue  
Commerce, California 90040  
(323) 837-3700

### NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JANUARY 15, 2016

<b>Time and Date</b>	9:00 a.m., local time on January 15, 2016
<b>Place</b>	Sofitel Hotel Los Angeles, 8555 Beverly Boulevard, Los Angeles, California 90048
<b>Items of Business</b>	<p>(1) - (4) <i>Share Issuance Proposals</i> To approve, under applicable NASDAQ Listing Rules, four separate proposals for the issuance of common stock pursuant to the Merger Agreement (Proposal 1) and the Rollover Agreement (Proposal 2), common stock issuable upon conversion of the Modified Convertible Notes being issued pursuant to the Rollover Agreement (Proposal 3) and common stock issuable upon conversion of the Series A Convertible Preferred Stock being issued in connection with the Merger (Proposal 4);</p> <p>(5) <i>Reverse Stock Split Proposal</i> To approve an amendment to our Seventh Amended and Restated Certificate of Incorporation to effect a reverse stock split of the Company's issued and outstanding common stock such that each thirty shares of the Company's issued and outstanding common stock is reclassified into one share of the Company's issued and outstanding common stock, which reverse stock split will not change the par value or the amount of authorized shares of the Company's common stock;</p> <p>(6) <i>Director Election Proposal</i> To elect the five director nominees named in the attached joint proxy and consent solicitation statement/prospectus to serve on the Board of Directors until the 2016 Annual Meeting of Stockholders or until their respective successors are elected and qualified; provided, however, that if the Merger is completed the Board of Directors will be reconstituted as described in this joint proxy and consent solicitation statement/prospectus;</p> <p>(7) <i>Golden Parachute Say on Pay Proposal</i> To approve, by non-binding, advisory vote, compensation that the Company's named executive officers may receive in connection with the Merger pursuant to existing agreements or arrangements with the Company;</p> <p>(8) <i>Auditor Ratification Proposal</i> To ratify the appointment of Moss Adams LLP as our independent registered public accounting firm for the fiscal year ending November 30, 2015; and</p> <p>(9) To transact such other business as may properly come before the annual meeting or any adjournment or postponement thereof.</p>
<b>Record Date</b>	You can vote if, at the close of business on December 10, 2015, you were a holder of record of our common stock.

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**Proxy Voting**

All stockholders are cordially invited to attend the annual meeting in person. However, to ensure your representation at the annual meeting, you are urged to vote promptly by signing and returning the enclosed proxy card or by telephone or Internet, or if you hold your shares in street name using the voting instruction form provided by your broker, bank or nominee, or by accessing the website or toll-free number indicated on the voting instructions accompanying your proxy card to vote via the Internet or phone.

**Board of Directors Recommendation**

**The Board of Directors has approved the foregoing proposals and recommends that you vote:**

**"FOR" each of the four Share Issuance Proposals;**

**"FOR" the Reverse Stock Split Proposal;**

**"FOR" each of the directors named in the Director Election Proposal;**

**"FOR" Golden Parachute Say on Pay Proposal; and**

**"FOR" the Auditor Ratification Proposal.**

You are requested to complete, date and sign the enclosed proxy card and promptly return it in the enclosed envelope or vote by telephone or Internet, whether or not you plan to attend the annual meeting. If you attend the meeting, you may vote in person even if you have previously submitted a proxy card. **Regardless of the number of shares you own or whether you plan to attend the annual meeting, it is important that your shares be represented and voted.** If you hold your shares in "street name" (that is, through a broker, bank or other nominee), please complete, date and sign the voting instruction form that has been provided to you by your broker, bank or other nominee and promptly return it in the enclosed envelope or review the instructions in the materials forwarded by your broker, bank or other nominee regarding the option to vote on the Internet or by telephone. If you hold your shares directly and plan to attend the meeting in person, please remember to bring a form of personal identification with you and, if you are acting as a proxy for another stockholder, please bring written confirmation from the record owner that you are acting as a proxy. If you hold your shares in "street name" and plan to attend the meeting in person, please remember to bring a form of personal identification with you and proof of beneficial ownership.

Pursuant to the rules promulgated by the Securities and Exchange Commission, or SEC, we have elected to provide access to our proxy materials both by sending you this full set of proxy materials, including a proxy card, and by notifying you of the availability of our proxy materials on the Internet.

All share information set forth herein, unless otherwise noted, is after giving effect to the reverse stock split as described herein.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on January 15, 2016. This joint proxy and consent solicitation statement/prospectus, our 2014 Annual Report, and the accompanying financial statements are available free of charge at <http://www.joesjeans.com/2015proxy>.**

By Order of the Board of Directors,

Samuel J. Furrow  
*Interim Chief Executive Officer and  
Chairman of the Board of Directors*



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## **RG PARENT LLC**

**264 West 40th Street, 10th Floor  
New York, NY 10018  
(855) 214-3350**

### **NOTICE OF SOLICITATION OF WRITTEN CONSENTS**

To Equity Holders of RG Parent LLC:

This joint proxy and consent solicitation statement/prospectus is being delivered to you on behalf of the RG Board of Managers to request that holders of RG's equity interests execute and return written consents to approve the Merger Agreement.

This joint proxy and consent solicitation statement/prospectus describes the proposed Merger and the actions to be taken in connection with the Merger and provides additional information about the parties involved. Please give this information your careful attention. A copy of the Merger Agreement is attached as Appendix A to this joint proxy and consent solicitation statement/prospectus.

RG's Board of Managers has considered the Merger and the terms of the Merger Agreement and has determined that the Merger and the Merger Agreement are arms' length transactions and are in the best interests of RG and its members.

Please complete, date and sign the written consent furnished with this consent solicitation statement/prospectus and return it promptly to RG by one of the means described in the section entitled "*Solicitation of Written Consents From RG's Equity Holders*" beginning on page 53 of this joint proxy and consent solicitation statement/prospectus.

By Order of the Board of Managers,

William Sweedler  
*Chairman of the Board of Managers*  
New York, New York  
December 10, 2015

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**ADDITIONAL INFORMATION**

This joint proxy and consent solicitation statement/prospectus incorporates by reference important business and financial information about us that is not included in or delivered with this joint proxy and consent solicitation statement/prospectus. You may request this information, which includes copies of our annual, quarterly, and current reports, proxy statements, and other information, from us, without charge, excluding all exhibits, unless we have specifically incorporated by reference an exhibit or appendix attached to this joint proxy and consent solicitation statement/prospectus. Our stockholders and holders of membership interests in RG may obtain documents incorporated by reference in this joint proxy and consent solicitation statement/prospectus by requesting them from us in writing or by telephone at the following address or telephone number:

**Joe's Jeans Inc.**  
Attention: Corporate Secretary  
2340 South Eastern Avenue  
Commerce, California 90040  
(323) 837-3700

**To obtain timely delivery, any request for information should be made no later than January 8, 2016.**

In addition, we provide copies of our Forms 8-K, 10-K, 10-Q, Proxy Statement, and Annual Report at no charge to investors upon request and we make electronic copies of our most recently filed reports available through the investor relations section of our website at [www.joesjeans.com](http://www.joesjeans.com) as soon as reasonably practicable after filing such material with the SEC.

For a more detailed description of the information incorporated by reference into this joint proxy and consent solicitation statement/prospectus and how you may obtain it, see the section entitled "*Where You Can Find More Information*".

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**ABOUT THIS JOINT PROXY AND CONSENT SOLICITATION STATEMENT/PROSPECTUS**

This document forms a part of a Registration Statement on Form S-4 filed by the Company with the Securities and Exchange Commission (the "**SEC**"). This document constitutes a prospectus of the Company under Section 5 of the Securities Act of 1933, as amended (the "**Securities Act**"), with respect to the shares of the Company's common stock to be issued to RG equity holders pursuant to the Merger Agreement. In addition, this document constitutes a notice of meeting with respect to the Company's annual meeting and a proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") and a consent solicitation statement of RG with respect to the approval of the Merger Agreement.

The Company and RG have not authorized anyone to give any information or make any statement about the transaction that is different from, or in addition to, that contained in this joint proxy and consent solicitation statement/prospectus or in any of the materials that the Company has attached as an appendix and incorporated by reference into this joint proxy and consent solicitation statement/prospectus. Therefore, if anyone does give you information of this sort, you should not rely on it. The information contained in this joint proxy and consent solicitation statement/prospectus speaks only as of the date of this joint proxy and consent solicitation statement/prospectus unless the information specifically indicates that another date applies.

Holders of the Company's common stock who have questions about the annual meeting or how to vote or revoke their proxy please contact:

**Alliance Advisors, LLC  
200 Broadacres Drive, 3rd Floor  
Bloomfield, NJ 07003  
855-928-4483**

Holders of RG's equity interests who have questions about the Merger or how to give their written consent please contact:

**Robert Graham  
C/O Investor Relations  
264 West 40th Street, 10th Floor  
New York, NY 10018  
(212) 869-8001**

**If you are in a jurisdiction where offers to exchange or sell, or solicitations of offers to exchange or purchase, the securities offered by this joint proxy and consent solicitation statement/prospectus or the solicitation of proxies is unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this joint proxy and consent solicitation statement/prospectus does not extend to you.**

As used in this joint proxy and consent solicitation statement/prospectus, the terms "we," "us," "our," and "the Company" refer to Joe's Jeans Inc. and our subsidiaries and affiliates, and the terms "RG" and "Robert Graham" refer to RG Parent LLC, a Delaware limited liability company, in each case unless the context indicates otherwise.

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**QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING, THE CONSENT SOLICITATION,  
THE MERGER AND RELATED TRANSACTIONS**

*Although we encourage you to read the joint proxy and consent solicitation statement/prospectus in its entirety, we include these "Questions and Answers" to provide background information and brief answers to several questions that you may have about this proxy and consent materials and prospectus in general.*

**Questions and Answers about the Merger and Related Transactions for both the Stockholders of the Company and Equity Holders of RG**

**Q: Why am I receiving this joint proxy and consent solicitation statement/prospectus?**

**A:** This document serves as a proxy statement for stockholders of the Company, consent solicitation for the equity holders of RG and prospectus with respect to the Company's common stock.

The Company and RG have agreed to a merger transaction (the "**Merger**") in which RG will become a wholly-owned subsidiary of the Company and, upon consummation of the Merger, the RG equity holders, the holders of Convertible Notes (as defined below) and certain other third parties that will provide financing for the Merger will own, in the aggregate, approximately 86% of the issued and outstanding common stock of the Company and the existing stockholders of the Company will own, in the aggregate, approximately 14% of the issued and outstanding common stock of the Company. The terms of the Merger are set forth in an agreement and plan of merger, dated September 8, 2015 (as amended and restated effective as of September 8, 2015, the "**Merger Agreement**"). The Merger Agreement is attached to this joint proxy and consent solicitation statement/prospectus as Appendix A. You are encouraged to read this joint proxy and consent solicitation statement/prospectus, including all appendices hereto. In order to complete the Merger, among other things:

the Company's stockholders must approve the following proposals, each of which is discussed in this joint proxy and consent solicitation statement/prospectus:

the Share Issuance Proposals (as defined below); and

the Reverse Stock Split Proposal (as defined below); and

The equity holders of RG, which is controlled by Tengram Capital Partners, L.P. ("**TCP**"), must provide their written consent to approve the Merger Agreement;

the SEC must declare the effectiveness of the Registration Statement on Form S-4 of which this joint proxy and consent solicitation statement/prospectus is a part and The NASDAQ Capital Market must approve the listing of the Company's common stock upon consummation of the Merger; and

each of the Merger Transactions (as defined below) and certain ancillary transactions (including entering into the debt financing described herein) must be completed either prior to or simultaneously with the completion of the Merger. The Board of Directors of the Company (the "**Board of Directors**" or the "**Board**") is also providing these proxy materials to the Company's stockholders in connection with our annual meeting of stockholders, which will take place on January 15, 2016. Our common stockholders are invited to attend the annual meeting and are entitled to and requested to vote on the proposals described in this joint proxy and consent solicitation statement/prospectus.

The Board of Managers of RG (the "**Board of Managers**" or the "**RG Board**") is also providing these consent materials to the equity holders of RG in connection with RG's solicitation of the written consent of such equity holders. These consent solicitation materials

also constitute a

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prospectus with respect to the shares of the Company's common stock to be issued to the equity holders of RG in connection with the Merger.

**Q: What will happen in the Merger?**

A: At the closing of the Merger, JJ Merger Sub LLC ("**Merger Sub**") will merge with and into RG, with RG surviving the Merger as a wholly-owned subsidiary of the Company. RG equity holders will exchange their membership interests for cash and common stock of the Company at the closing, as described herein. As a result of the Merger, the Company will own all of the issued and outstanding membership interests of RG.

**Q: What voting power will current stockholders of the Company, former RG equity holders and other persons hold in the Company after the closing of the Merger?**

A: It is anticipated that, upon the closing of the Merger, on a fully diluted basis, the former RG equity holders will own approximately 47.5%, the preferred stock holders will own approximately 24.0%, the holders of the Company's convertible notes (the "**Convertible Notes**") will own (assuming full conversion of the Modified Convertible Notes into Company common stock) approximately 14.1%, and the current stockholders, which includes management equity holders, of the Company will own approximately 14.3% of the outstanding voting power of the Company.

**Q: What debt obligations does the Company expect to have following the consummation of the Merger?**

A: In connection with the Merger Transactions (as defined below), we expect that the Company will enter into new financing arrangements pursuant to which it will have approximately \$20 million of indebtedness outstanding under a new asset-based revolving credit facility (the "**New Revolving Credit Facility**") and \$50 million of indebtedness outstanding under a new term loan credit facility (the "**New Term Credit Facility**" and, together with the New Revolving Credit Facility, the "**New Credit Agreements**"), the proceeds of which will be used, among other things, to repay (i) the Company's remaining indebtedness outstanding under the amended and restated revolving credit agreement, dated September 11, 2015 (the "**Amended and Restated Revolving Credit Agreement**"), with CIT Commercial Services, Inc. ("**CIT**"), a unit of CIT Group, and certain indebtedness owed to the holders of the Convertible Notes and Joseph M. Dahan and (ii) RG's remaining indebtedness outstanding under the revolving credit agreement with JP Morgan Chase Bank, N.A.

**Q: Is the Merger the first step in a "going private" transaction?**

A: No. The primary purpose of the Merger is to merge the Hudson business with the Robert Graham business and provide RG with access to the U.S. public markets.

**Q: What conditions must be satisfied to complete the Merger?**

A: There are a number of closing conditions in the Merger Agreement, including that RG's equity holders have approved the Merger Agreement and the Company's stockholders have approved and adopted the Share Issuance Proposals (as defined below) and the Reverse Stock Split Proposal (as defined below) and completion of certain debt and equity financing transactions. For a summary of the conditions that must be satisfied or waived prior to completion of the Merger, see the section entitled "**Summary of Merger Agreement Conditions to the Merger.**"

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**Q: What are the material U.S. federal income tax consequences of the Merger to the Company, Merger Sub, RG and the Company's stockholders?**

A: None of the Company, Merger Sub or RG will recognize gain or loss as a result of the Merger. Holders of the Company's common stock will not recognize gain or loss as a result of the Merger to the extent such stockholders do not exchange any of the securities they own pursuant to the Merger. See "*Material U.S. Federal Income Tax Consequences.*"

**Q: What are the material U.S. federal income tax consequences of the Merger to RG's equity holders?**

A: RG's membership interests consist of (i) preferred units; (ii) voting common units; and (iii) non-voting common units (collectively, the "**RG Units**"). If, pursuant to the Merger, a U.S. holder exchanges its RG Units for the Company's common stock, then, subject to the discussion set forth in "*Material U.S. Federal Income Tax Consequences,*" such U.S. holder generally will recognize gain (but not in excess of the cash received plus the excess, if any, of the amount of liabilities of RG allocable to the U.S. holder's RG Units over the U.S. holder's adjusted tax basis in such RG Units), if it is an exchange described in Section 351 of the Internal Revenue Code of 1986, as amended (the "**Code**").

**Q: When is the Merger expected to be completed?**

A: It is currently anticipated that the Merger will be consummated promptly following the annual meeting of the Company's stockholders, provided that all other conditions to the consummation of the Merger have been satisfied or waived. For a description of the conditions to the completion of the Merger, see the section entitled "*Summary of Merger Agreement Conditions to the Merger.*"

**Q: What are the Merger Transactions?**

A: In connection with the Merger, we entered into the following definitive agreements, which taken together with the Merger will result in transformative transactions that we believe will resolve the Company's financial, operational and management issues (collectively, the "**Merger Transactions**"):

An asset purchase agreement, dated as of September 8, 2015, by and among us, Joe's Holdings LLC, a Delaware limited liability company (the "**IP Assets Purchaser**"), and solely for the purpose of its related guarantee, Sequential Brands Group, Inc., a Delaware corporation (the "**IP Asset Purchase Agreement**"), pursuant to which, on September 11, 2015, the IP Assets Purchaser purchased from us for an aggregate purchase price of \$67 million certain intellectual property assets used or held for use in our business operated under the brand names "Joe's Jeans," "Joe's," "Joe's JD" and "else" (the "**Joe's Business**").

An asset purchase agreement, dated as of September 8, 2015, by and between us and GBG USA Inc., a Delaware corporation ("**Operating Assets Purchaser**") (the "**Operating Asset Purchase Agreement**" and together with the IP Asset Purchase Agreement the "**Asset Purchase Agreements**"), pursuant to which, on September 11, 2015, the Operating Assets Purchaser purchased from us for an aggregate purchase price of \$13 million certain inventory and other assets and assumed certain liabilities of ours and our subsidiaries related to the Joe's Business, including certain liabilities relating to certain employees of the Joe's Business and, at a later date, specified Joe's store leases.

A stock purchase agreement, dated as of September 8, 2015 (the "**Stock Purchase Agreement**"), by and between us and TCP Denim, LLC, a Delaware limited liability company and affiliate of TCP, which is a controlling member of RG (the "**Series A Purchaser**"), pursuant to which we will issue and sell to the Series A Purchaser immediately prior to the consummation of the Merger an aggregate of fifty thousand (50,000) shares of our preferred stock, par value \$0.01 per share,



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designated as "Series A Convertible Preferred Stock" (the "*Series A Convertible Preferred Stock*"), representing approximately 24.0% of our common stock on an as converted, fully diluted basis after giving effect to the Merger and related Merger Transactions, for an aggregate purchase price of \$50 million in cash. For more information, see "*Ancillary Agreements Stock Purchase Agreement*."

A rollover agreement, dated as of September 8, 2015 (the "*Rollover Agreement*"), by and among us and the holders of our Convertible Notes, pursuant to which we will exchange \$34.2 million aggregate principal amount of our outstanding Convertible Notes, representing 100% of the outstanding principal amount of our Convertible Notes, together with all accrued and unpaid interest thereon, for a combination of approximately \$8.6 million in cash, shares of our common stock, \$0.10 par value per share (the "*common stock*") representing approximately 6.7% of our issued and outstanding common stock immediately after the Merger and related transactions and modified convertible notes in the aggregate principal amount of approximately \$16.5 million (the "*Modified Convertible Notes*"), which, immediately after giving effect to the Merger and related transactions, would give the holders of the Modified Convertible Notes ownership of 14.1% of the combined company on an as-converted, fully diluted basis. For more information, see "*Ancillary Agreements Rollover Agreement*."

**Q: Why did the Company engage in the Asset Sale?**

A: The Asset Sale (as defined below), which was the first step in completing the Merger and related Merger Transactions, allowed the Company to repay the term loan in full and repay a significant portion of the revolving credit facility with CIT and lowered the financing requirement for the Merger, which, in turn, increased the certainty of closing the Merger and decreased the leverage of the combined company on a go forward basis.

**Q: When are the Merger Transactions expected to be completed?**

A: The sale of the intellectual property and operating assets related to the Joe's Business (the "*Asset Sale*") pursuant to the Asset Purchase Agreements was completed on September 11, 2015. The sale of the Series A Convertible Preferred Stock pursuant to the Stock Purchase Agreement and the exchange of the Convertible Notes for cash, common stock and the Modified Convertible Notes are expected to be completed at or about the effective time of the Merger (the "*Effective Time*").

**Q: What are the terms of the Series A Convertible Preferred Stock?**

A: The following is a summary of the terms of the Series A Convertible Preferred Stock as set forth in the form of certificate of designation for the Series A Convertible Preferred Stock: (i) each share of Series A Convertible Preferred Stock entitles the holder thereof to receive cumulative cash dividends, payable quarterly, at an annual rate of 10%, plus accumulated and accrued dividends thereon through such date; additionally, if the Board declares or pays a dividend on the common stock, then each holder of the Series A Convertible Preferred Stock will be entitled to receive the same cash dividend on each share of common stock underlying the preferred stock; (ii) each holder of the Series A Convertible Preferred Stock is entitled to vote on an as converted basis together with the holders of common stock as a single class on all matters put to the stockholders for a vote; (iii) for so long as shares of the Series A Convertible Preferred Stock remain outstanding, the holders of the Series A Convertible Preferred Stock, exclusively and as a separate class, will be entitled to elect (a) three (3) members of the Board as long as such holders, together with any other beneficial owner of such Series A Convertible Preferred Stock, own in aggregate, beneficially or of record and without duplication, at least 66<sup>2</sup>/<sub>3</sub>% of the voting power of the Company held by such holders and other beneficial owners at the time the Series A Convertible Preferred Stock is initially issued, (b) two (2) members of the Board as long as such

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holders, together with any other beneficial owner of such Series A Convertible Preferred Stock, own in aggregate, beneficially or of record and without duplication, at least 33<sup>1</sup>/<sub>3</sub>% but less than 66<sup>2</sup>/<sub>3</sub>% of the voting power of the Company held by such holders and other beneficial owners at the time the Series A Convertible Preferred Stock is initially issued, and (c) one (1) member of the Board so long as such holders, together with any other beneficial owner of such Series A Convertible Preferred Stock, own in aggregate, beneficially or of record and without duplication, at least 5% of the outstanding voting power of the Company, but less than 33<sup>1</sup>/<sub>3</sub>% of the voting power of the Company held by such holders and other beneficial owners at the time the Series A Convertible Preferred Stock is initially issued (the "**Series A Directors**"), and such Series A Directors may only be removed without cause by the affirmative vote of the holders of a majority of the shares of Series A Convertible Preferred Stock; (iv) the holders of the Series A Convertible Preferred Stock have separate class voting rights with respects to certain matters affecting their rights; (v) upon any liquidation event, holders of the Series A Convertible Preferred Stock are entitled to receive the greater of the liquidation preference on the date of determination and the amount that would be payable to the holders of the Series A Convertible Preferred Stock had such holders converted their shares of Series A Convertible Preferred Stock into shares of common stock immediately prior to such liquidation event; and (vi) each share of the Series A Convertible Preferred Stock is convertible, at the option of the holder thereof, at any time and without the payment of additional consideration by the holder, at an initial conversion price of \$11.10 (after taking into account the Reverse Stock Split (as defined below)), subject to adjustment under certain circumstances. For more information, see "*Ancillary Agreements Stock Purchase Agreement*."

**Q:**  
**What assets have we retained after completing the Asset Sale?**

**A:**  
After the completion of the Asset Sale, we continue to operate our business that remains under the Hudson® brand and will continue to operate certain retail stores under the Joe's® brand until the leases related to such stores are either transferred to the Operating Assets Purchaser or terminated.

**Q:**  
**What information is contained in this joint proxy and consent solicitation statement/prospectus?**

**A:**  
The information included in this joint proxy and consent solicitation statement/prospectus relates to the proposals to be voted on at the annual meeting, the voting process, information including compensation concerning our directors and our most highly paid executive officers, information regarding Robert Graham and the combined company (including pro forma financial information) and certain other required information.

**Questions and Answers about the Annual Meeting for the Stockholders of the Company**

**Q:**  
**What proposals will be voted on at the annual meeting?**

**A:**  
The proposals scheduled to be voted on at the annual meeting are:

(1) - (4) *Share Issuance Proposals* To approve, under applicable NASDAQ Listing Rules, four separate proposals for the issuance of common stock pursuant to the Merger Agreement (Proposal 1) and the Rollover Agreement (Proposal 2), common stock issuable upon conversion of the Modified Convertible Notes being issued in connection with the Rollover Agreement (Proposal 3) and common stock issuable upon conversion of the Series A Convertible Preferred Stock being issued in connection with the Merger (Proposal 4) (collectively, the "**Share Issuance Proposals**");

(5) *Reverse Stock Split Proposal* To approve an amendment to our Seventh Amended and Restated Certificate of Incorporation (the "**Current Charter**") to effect a reverse stock split (the

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"**Reverse Stock Split**") of the Company's issued and outstanding common stock such that each thirty shares of the Company's issued and outstanding common stock is reclassified into one share of the Company's issued and outstanding common stock, which reverse stock split will not change the par value or the amount of authorized shares of the Company's common stock (the "**Reverse Stock Split Proposal**");

(6) *Director Election Proposal* To elect the five director nominees named in the attached joint proxy and consent solicitation statement/prospectus to serve on the Board of Directors until the 2016 Annual Meeting of Stockholders or until their respective successors are elected and qualified; provided, however, that if the Merger is completed the Board of Directors will be reconstituted as described in this joint proxy and consent solicitation statement/prospectus (the "**Director Election Proposal**");

(7) *Golden Parachute Say on Pay Proposal* To approve, by non-binding, advisory vote, compensation that the Company's named executive officers may receive in connection with the Merger pursuant to existing agreements or arrangements with the Company (the "**Golden Parachute Say on Pay Proposal**");

(8) *Auditor Ratification Proposal* To ratify the appointment of Moss Adams LLP as our independent registered public accounting firm for the fiscal year ending November 30, 2015 (the "**Auditor Ratification Proposal**"); and

(9) To transact such other business as may properly come before the annual meeting or any adjournment or postponement thereof.

**Q:**

**Why are we engaging in a Reverse Stock Split?**

**A:**

The Board of Directors determined that by increasing the market price per share of our common stock, we will meet the initial listing requirements required for listing upon consummation of the Merger and expect to maintain compliance with the continuing listing requirements. The Board of Directors has concluded that the liquidity and marketability of our common stock will be adversely affected if it is not listed on a national securities exchange as investors can find it more difficult to dispose of, or to obtain accurate quotations as to the market value of, our common stock. The Board of Directors believes that current and prospective investors will view an investment in our common stock more favorably if our common stock remains listed on The NASDAQ Capital Market. Therefore, the Board of Directors has determined it is in the best interests of the Company and our stockholders to effect the Reverse Stock Split to sustain long term compliance with the listing requirements of The NASDAQ Capital Market, including the minimum bid price requirement.

Further, obtaining approval of the Reverse Stock Split is a condition to closing that is set forth in the Merger Agreement. While the parties to the Merger Agreement may have the ability to waive this requirement, we cannot be certain that any such party would be willing to do so. As a consequence, a failure to obtain approval of the Reverse Stock Split could also jeopardize our ability to complete the Merger.

Finally, because the Reverse Stock Split will not change the amount of our authorized shares of common stock, it will have the effect of increasing the number of our authorized but unissued shares. This will help to ensure the availability of our common stock for general corporate purposes that may be identified from time to time, such as financings, acquisitions, strategic business relationships, stock dividends, including stock splits in the form of stock dividends, or issuances under our benefit plans.

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**Q: How does the Board of Directors recommend that the stockholders of the Company vote?**

A: Our Board of Directors recommends that you vote your shares:

"FOR" each of the four Share Issuance Proposals;

"FOR" the Reverse Stock Split Proposal;

"FOR" each of the directors named in the Director Election Proposal;

"FOR" the Golden Parachute Say on Pay Proposal; and

"FOR" the Auditor Ratification Proposal.

**Q: Have any of our stockholders agreed to vote in favor of each of the four Share Issuance Proposals and the Reverse Stock Split Proposal?**

A: Yes. On September 8, 2015, we entered into a voting agreement (the "**Voting Agreement**") with RG and Joseph M. Dahan, our former Creative Director and Director of the Company, pursuant to which Mr. Dahan has agreed to vote all of the common stock he holds in a manner so as to facilitate consummation of the Merger. As of December 10, 2015, Mr. Dahan owns shares of our common stock representing approximately 17% of our outstanding voting power. The full text of the Voting Agreement is attached to this joint proxy and consent solicitation statement/prospectus as Appendix G and is incorporated in this joint proxy and consent solicitation statement/prospectus by reference.

**Q: What shares can I vote?**

A: Each share of our common stock issued and outstanding as of the close of business on December 10, 2015 (the "**Record Date**") is entitled to vote for all proposals being voted upon at the annual meeting. You may cast one vote per share of common stock held by you as of the Record Date. These shares include shares that are (1) held directly in your name as the common stockholder of record and (2) shares held for you as the beneficial owner through a broker, bank or other nominee. As of the Record Date, we had 70,082,401 shares of common stock issued and outstanding (which excludes 106,811 shares of common stock held in a segregated brokerage account that we consider treasury shares) and 727 common stockholders of record.

**Q: What is the difference between holding shares as a common stockholder of record of the Company and as a beneficial owner?**

A: Most of our common stockholders hold their shares through a broker, bank or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and shares held through a broker, bank or other nominee, or beneficially owned.

**Common Stockholder of Record**

If your shares are registered directly in your name with our transfer agent, Continental Stock Transfer and Trust Company, you are considered with respect to those shares the common stockholder of record and these proxy materials are being sent directly to you by us. As the common stockholder of record, you have the right to grant your voting proxy directly to us or to vote in person at the annual meeting. We have enclosed a proxy card for you to use and have provided instructions on how to vote by Internet or telephone.



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**Beneficial Owner**

If your shares are held in a brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares of our common stock held in street name, and these proxy materials are being forwarded to you by your broker, bank or nominee who is considered with respect to those shares the common stockholder of record. As the beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote and are also invited to attend the annual meeting. However, since you are not the common stockholder of record, you may not vote these shares in person at the annual meeting unless you obtain a legal proxy from the broker, bank, or nominee that holds your shares giving you the right to vote the shares at the annual meeting. Your broker, bank or nominee has enclosed a voting instruction form for you to use in directing the broker or nominee regarding how to vote your shares. You may also be able to vote your shares by Internet or telephone as described below under "*How can I vote my shares without attending the annual meeting?*"

**Q:**  
**How can I attend the annual meeting?**

**A:**  
You are entitled to attend the annual meeting only if you are a common stockholder of record of the Company as of the close of business on the Record Date or you hold a valid proxy for the annual meeting. You should be prepared to present photo identification for admittance. If you are not a common stockholder of record, but hold the shares through a broker, bank or nominee (*i.e.*, in street name), you will be required to provide proof of beneficial ownership on the Record Date, such as your most recent account statement prior to the Record Date, a copy of the voting instruction form provided by your broker, bank or nominee, or other similar evidence of ownership. If you do not provide photo identification or comply with the other procedures outlined above upon request, you will not be admitted to the annual meeting.

**Q:**  
**How can I vote my shares in person at the annual meeting?**

**A:**  
Shares held in your name as the common stockholder of record may be voted in person at the annual meeting. Shares held beneficially in street name may be voted in person only if you obtain a legal proxy from your broker, bank or other nominee that holds your shares giving you the right to vote the shares. *Even if you plan to attend the annual meeting, we urge you to submit your proxy or voting instructions as described below so that your vote will be counted if you later decide not to attend the meeting.*

**Q:**  
**How can I vote my shares without attending the annual meeting?**

**A:**  
Whether you hold your shares directly as the common stockholder of record or beneficially in street name, you may direct how your shares are voted without attending the meeting. If you are a common stockholder of record, you may vote by submitting a proxy card, which is accompanying this joint proxy and consent solicitation statement/prospectus. If you hold shares beneficially in street name, you may vote by submitting a voting instruction form to your broker, bank or nominee. For directions on how to vote, please refer to the instructions below and those included on your proxy card, or for shares held beneficially in street name, please follow the instructions included in the proxy materials provided to you by your broker, bank or nominee or on your voting instruction form.

**By Mail** Our common stockholders of record may submit proxies by completing, signing and dating their proxy cards and mailing them in the accompanying pre-paid, pre-addressed envelope. Our common stockholders who hold shares beneficially in street name may vote by mail by completing, signing and dating the voting instruction form provided by their broker, bank or nominee and mailing them in the accompanying pre-paid, pre-addressed envelope.

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**By Internet** Our common stockholders of record or those who hold shares beneficially in street name may vote by accessing the website specified on the proxy cards provided by us or the voting instruction forms provided by their brokers, banks or nominees, respectively. Please check the voting instruction form for Internet voting availability, as applicable.

**By Telephone** Our common stockholders of record or those who hold shares beneficially in street name may vote by telephone by calling the number specified on the proxy cards provided by us or the voting instruction forms provided by their brokers, banks or nominees, respectively. Please check the voting instruction form for telephone voting availability, as applicable.

**Q:**  
**May I change my vote?**

**A:**  
You may change your vote at any time prior to the vote at the annual meeting. If you are a common stockholder of record, you may change your vote by granting a new proxy card bearing a later date (which automatically revokes the earlier proxy), by providing written notice of revocation to our Corporate Secretary prior to your shares being voted, or by attending the annual meeting and voting in person. Attendance at the annual meeting alone will not cause your previously granted proxy to be revoked. To revoke a previously granted proxy, you must specifically request or vote in person at the annual meeting. For shares you hold beneficially in street name, you may change your vote by submitting new voting instructions to your broker, bank or nominee, or, if you have obtained a legal proxy from your broker, bank or nominee giving you the right to vote your shares, by attending the meeting and voting in person.

**Q:**  
**Is my vote confidential?**

**A:**  
Proxy instructions, ballots and voting tabulations that identify individual common stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within our Company or to third parties, except: (1) as necessary to meet applicable legal requirements, (2) to allow for the tabulation of votes and certification of the vote, and (3) to facilitate a successful proxy solicitation. If a common stockholder submits a proxy card with a written comment, then that proxy card will be forwarded to our management.

**Q:**  
**How many shares must be present or represented to conduct business at the annual meeting?**

**A:**  
The quorum requirement for holding the annual meeting and for transacting business is that the holders of a majority of shares of our common stock entitled to vote must be present in person or represented by proxy. Your shares will be counted for purposes of determining if there is a quorum, whether representing votes for, against, withheld or abstained, if you:

are present and vote at the annual meeting; or

properly submit a proxy card or vote over the Internet or by telephone.

Abstentions and broker non-votes will be counted as present for the purpose of determining the existence of a quorum at the annual meeting.

**Q:**  
**How are the votes counted?**

**A:**  
For the election of directors, you may vote "**FOR**" all of the nominees or your vote may be "**WITHHELD**" for one or more of the nominees. For the other items of business, you may vote "**FOR**," "**AGAINST**" or "**ABSTAIN**." Broker non-votes and abstentions will have the effect as described in each of the proposals as described under "*What is the voting requirement to approve each of the proposals?*" If you provide specific instructions with regard to certain items, your shares will be voted as you instruct on such items.



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**Q: What happens if stockholders of the Company do not give specific voting instructions?**

A: If you hold shares that are registered directly in your name with our transfer agent, and you sign and return a proxy card without giving specific voting instructions, the proxy holder will vote your shares in the manner recommended by our Board of Directors on all matters presented in this joint proxy and consent solicitation statement/prospectus, and, with respect to any other matters that properly come before the annual meeting, as the proxy holder may determine in his discretion.

If you hold your shares through a broker, bank or other nominee and you do not return a voting instruction form, your broker may vote your shares on routine matters, but not on non-routine matters. As a result, your broker may not vote your shares without receipt of a voting instruction form with respect to the Share Issuance Proposals, the Reverse Stock Split Proposal, the Director Election Proposal and the Golden Parachute Say on Pay Proposal because each such proposal is a non-routine matter, but may vote your shares without your instructions with respect to the Auditor Ratification Proposal (ratification of independent registered public accounting firm) because this matter is considered routine.

**Q: Who will count the vote?**

A: A representative of Continental Stock Transfer and Trust Company will tabulate the votes up until the morning of the meeting. At the meeting, our inspector of election will tabulate the votes.

**Q: Who will serve as inspector of election?**

A: Ms. Lori Nembirkow, our Corporate Secretary, will serve as our inspector of election.

**Q: What is the voting requirement to approve each of the proposals?**

A: The voting requirement to approve each of the proposals is as follows:

(1) - (4) *Share Issuance Proposals* Pursuant to the shareholder approval requirements of The NASDAQ Stock Market LLC ("*NASDAQ*"), each of the four Share Issuance Proposals requires the affirmative "**FOR**" vote of a majority of the votes cast by stockholders present in person or represented by proxy at the meeting and entitled to vote thereon. Broker non-votes and abstentions will have no effect on these proposals. **Approval by our stockholders of the issuance of such securities pursuant to each of the Share Issuance Proposals is a condition to the obligations of the Company and RG to complete the Merger under the Merger Agreement and the issuance and sale of the Series A Convertible Preferred Stock under the Stock Purchase Agreement. If any one of the four Share Issuance Proposals is not approved, we cannot effect such transactions under the terms set forth in the respective agreements.**

(5) *Reverse Stock Split Proposal* The Reverse Stock Split Proposal requires the affirmative "**FOR**" vote of a majority of our issued and outstanding common stock. Broker non-votes and abstentions will have the same effect as votes against the Reverse Stock Split Proposal.

(6) *Director Election Proposal* For the Director Election Proposal, the five nominees receiving a plurality of "**FOR**" votes cast by the stockholders present in person or represented by proxy at the meeting and entitled to vote thereon will be elected. Broker non-votes and abstentions will have no effect on this proposal. Notwithstanding the foregoing, if the Merger is completed the Board of Directors will be reconstituted as described in this joint proxy and consent solicitation statement/prospectus.

(7) *Golden Parachute Say on Pay Proposal* The Golden Parachute Say on Pay Proposal requires the affirmative "**FOR**" vote of a majority of the votes cast by stockholders present in person or



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represented by proxy at the meeting and entitled to vote thereon. Broker non-votes and abstentions will have no effect on this proposal.

(8) *Auditor Ratification Proposal* The Auditor Ratification Proposal requires the affirmative "**FOR**" vote of a majority of the votes cast by stockholders present in person or represented by proxy at the meeting and entitled to vote thereon. Abstentions will have no effect on this proposal. If you hold your shares in street name and do not provide voting instructions to your broker, the shares may be voted on the Auditor Ratification Proposal at the discretion of your broker.

**Q: What happens if additional proposals are presented at the annual meeting?**

A: Other than the proposals described in this joint proxy and consent solicitation statement/prospectus, we are not aware of any other business to be acted upon at the annual meeting. If you grant a proxy, the person named as proxy holder, Samuel J. (Sam) Furrow, will have the discretion to vote your shares on any additional matters properly presented for a vote at the meeting. If for any unforeseen reason any of our nominees for our Board of Directors is not available as a candidate, the person named as proxy holder will vote your proxy for such other candidate or candidates as may be nominated by the Board of Directors.

**Q: What should I do if I receive more than one set of voting materials?**

A: You may receive more than one set of voting materials, including multiple copies of this joint proxy and consent solicitation statement/prospectus and multiple proxy cards or voting instruction forms. For example, if you hold your shares in more than one brokerage account, you may receive a separate voting instruction form for each brokerage account in which you hold shares. If you are a common stockholder of record and your shares are registered in more than one name, you will receive more than one proxy card. Please complete, sign, date and return each proxy card and/or voting instruction form that you receive.

**Q: Who will bear the costs of soliciting votes for the annual meeting?**

A: We are making this solicitation and will pay the entire cost of preparing, assembling, printing, mailing and distributing these proxy materials and soliciting votes. In addition to the mailing of these proxy materials, the solicitation of proxies or votes may be made in person, by telephone or by electronic communication by our directors, officers and employees, who will not receive any additional compensation for such solicitation activities. To further assist in the solicitation process, we have hired Alliance Advisors, LLC as proxy solicitor to solicit proxies by personal interviews, telephone, telegram or otherwise. We have agreed to pay to them an initial fee of \$7,000 and additional compensation on an as-needed basis for telephone solicitation and solicitations made by other means.

**Q: Can I access the Notice of Annual Meeting, Proxy Statement, 2014 Annual Report and the accompanying financial statements on the Internet?**

A: Yes. The Notice of Annual Meeting, Proxy Statement, 2014 Annual Report, and financial statements provided with this joint proxy and consent solicitation statement/prospectus and any other materials made available by the Company are or will be, as the case may be, available at <http://www.joesjeans.com/2015proxy>.

**Q: Where can I find the results of the annual meeting?**

A: We will announce preliminary voting results at the annual meeting and publish final results in a Current Report on Form 8-K to be filed with the SEC within four business days after the annual meeting.

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**Q: Where can I obtain a copy of the Company's Annual Report on Form 10-K for the year ended November 30, 2014?**

A: A copy of our Annual Report on Form 10-K for the year ended November 30, 2014 and the accompanying financial statements are being mailed with this joint proxy and consent solicitation statement/prospectus and are available at <http://www.joesjeans.com/2015proxy>.

**Q: What if I share an address with another common stockholder?**

A: In some instances, we may deliver to multiple common stockholders sharing a common address only one copy of this joint proxy and consent solicitation statement/prospectus and its attachments. If requested by phone or in writing, we will promptly provide a separate copy of the joint proxy and consent solicitation statement/prospectus and its attachments to a common stockholder sharing an address with another common stockholder. Requests by phone should be directed to our Corporate Secretary at (323) 837-3700 and requests in writing should be sent to Joe's Jeans Inc., Attention: Corporate Secretary, 2340 South Eastern Avenue, Commerce, California 90040. Our common stockholders sharing an address who currently receive multiple copies and wish to receive only a single copy should contact their broker or send a signed, written request to us at the address above.

**Q: What is the deadline to submit stockholder proposals, including director nominations, to be brought before the 2016 Annual Meeting of Stockholders?**

A: If any of our stockholders intends to present a proposal, including a director nomination, for consideration at the 2016 Annual Meeting of Stockholders without inclusion in the proxy statement and form of proxy, our Amended and Restated Bylaws ("**Bylaws**") provide that a stockholder must provide written notice to the Secretary of the Company no later than the close of business on the 90th day and no earlier than the opening of business on the 120th day before the anniversary of the preceding annual stockholder's meeting; provided, however, that if the annual meeting is set more than 30 days earlier or more than 60 days later than such anniversary date, notice by the stockholder must be received no earlier than the opening of business on the 120th day before the meeting and no later than the later of the close of business on the 90th day before the meeting or the close of business on the 10th day following public disclosure of the date of the annual meeting. Any such written notice must comply with and include the information requirements set forth in our Bylaws. We expect to hold our 2016 Annual Meeting of Stockholders in or around May or June 2016. Any stockholder proposal (other than director nominations) will be deemed to have satisfied the advance notice requirements if the stockholder has notified the Company of their intention to present a proposal at an annual meeting in compliance with Rule 14a-8 under the Exchange Act of 1934 and such stockholder's proposal has been included in the Company's proxy statement.

Pursuant to Rule 14a-8 under the Exchange Act, some stockholder proposals may be eligible for inclusion in our 2016 proxy statement. Any such stockholder proposals must be submitted in writing to and received by the Corporate Secretary of the Company at 2340 South Eastern Avenue, Commerce, California 90040 a reasonable time before the Company begins to print and send its proxy materials for the 2016 Annual Meeting of Stockholders. We expect to hold our 2016 Annual Meeting of Stockholders in or around May or June 2016. Such proposals may be submitted by eligible stockholders and must comply with the relevant regulations of the SEC regarding stockholder proposals. The submission of a stockholder proposal does not guarantee that it will be included in our proxy statement.

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**Q: How do I recommend a candidate for election as a director?**

A: The Board will consider individuals identified by stockholders on the same basis as nominees identified from other sources. To nominate a director for the 2016 Annual Meeting of Stockholders, a stockholder must follow the procedures described in the Company's Bylaws, which require written notice to be received within specific timeframes and must include specific information requirements, as discussed in the previous question.

**Q: How can I communicate with the Board of Directors?**

A: Stockholders may contact an individual director, the Board of Directors as a group, or a specified Board of Directors committee or group, including the independent directors as a group, by mail, addressed to our corporate office at 2340 South Eastern Avenue, Commerce, California 90040, or by email addressed to *board@joesjeans.com*. Each communication should specify the applicable addressee(s) to be contacted, as well as the general topic of the communication. The Secretary will initially receive and process communications before forwarding them to the addressee. Our policy on communications with the Board of Directors is contained in our Corporate Governance Guidelines, which can be found on our website at *www.joesjeans.com* under our Investor Relations heading.

**Questions and Answers about the Consent Solicitation Statement for the Equity Holders of RG**

**Q: What am I asked to approve?**

A: You are being asked to approve the Merger Agreement and the transactions contemplated by the Merger Agreement.

**Q: Who is entitled to give a written consent?**

A: The holders of RG's preferred units and voting common units are entitled to sign and deliver written consents with respect to the Merger Agreement.

**Q: How can I give my consent?**

A: You may give your consent by completing, dating and signing the written consent enclosed with this joint proxy and consent solicitation statement/prospectus and returning it to RG by faxing it to RG, Attention: Scott Vogel, at (212) 869-5965, by emailing a .pdf copy to *svogel@robertgraham.us* or by mailing it to 264 West 40th Street, 8th Floor, New York, NY 10018.

**Q: What approval is required to approve the Merger Agreement?**

A: The consent of the holders of RG's preferred units who own, collectively, more than fifty percent (50%) of the interest in the profits of RG owned by such holders and the consent of the holders of RG's voting common units who own, collectively, more than fifty percent (50%) of the interest in the profits of RG owned by such holders are required to approve the Merger Agreement.

Effective as of the date of the Merger Agreement, TCP RG, LLC, a Delaware limited liability company and affiliate of TCP (the "*Preferred Member*"), entered into a voting agreement with the Company. Under the voting agreement, the Preferred Member agreed, promptly following its receipt of this joint proxy and consent solicitation statement/prospectus as declared effective by the SEC, to execute and deliver a written consent with respect to the preferred units held by the Preferred Member and, if necessary, to seek enforcement of the applicable provisions under RG's limited liability company agreement to cause the holders of RG's voting common units to give their consent to approve the Merger Agreement.



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**Q:** **What is the deadline for returning my written consent?**

**A:** The Board of Managers has set 12:00 noon, New York City time, on January 15, 2016 as the target date for the receipt of written consents. RG reserves the right to extend the final date for the receipt of written consents beyond January 15, 2016. Any such extension may be made without notice to the equity holders of RG. Once a sufficient number of consents to approve the Merger Agreement has been received, the consent solicitation will conclude.

**Q:** **Who can help answer my questions?**

**A:** If you have any questions about the Merger or how to return your written consent, or if you need additional copies of this joint proxy and consent solicitation statement/prospectus or a replacement written consent, you should contact Scott Vogel by phone at (212) 869-8001 or by email to [svogel@robertgraham.us](mailto:svogel@robertgraham.us) or by mailing request to 264 West 40th Street, 8th Floor, New York, NY 10018.

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**SUMMARY**

*This summary highlights selected information from this joint proxy and consent solicitation statement/prospectus. Because this is a summary, it does not contain all of the information that may be important to you. You should carefully read this entire document and the other documents we refer to in this document before you decide how to vote or whether to provide your consent, as applicable. These references will give you a more complete description of the Merger Agreement and the related transactions and the other matters to be considered by the stockholders of the Company at our annual meeting. We have included page references in this summary to direct you to more complete descriptions of the topics provided elsewhere in this joint proxy and consent solicitation statement/prospectus. References to "the Company," "we," "our" or "us" in this joint proxy and consent solicitation statement/prospectus refer to Joe's Jeans Inc. and its subsidiaries and affiliates, and references to "RG" and "Robert Graham" refer to RG Parent LLC, a Delaware limited liability company, and its subsidiaries, in each case unless otherwise indicated by the context.*

**Why You Are Receiving this Joint Proxy and Consent Solicitation Statement/Prospectus**

This joint proxy and consent solicitation statement/prospectus is:

a proxy statement of the Company for use in the solicitation of proxies from the Company's stockholders for its annual meeting;

a consent solicitation statement of RG for the use in the solicitation of consents from the equity holders of RG; and

a prospectus of the Company relating to the issuance of shares of our common stock to the equity holders of RG in exchange for membership interests of RG pursuant to the Merger Agreement.

**Annual Meeting/Proposals (Page 54)**

The annual meeting of the Company's stockholders will be held at 9:00 a.m. local time on January 15, 2016, at the Sofitel Hotel Los Angeles, 8555 Beverly Boulevard, Los Angeles, California 90048 for the following purposes:

(1) - (4) *Share Issuance Proposals* To approve, under applicable NASDAQ Listing Rules, four separate proposals for the issuance of common stock pursuant to the Merger Agreement (Proposal 1) and the Rollover Agreement (Proposal 2), common stock issuable upon conversion of the Modified Convertible Notes being issued pursuant to the Rollover Agreement (Proposal 3) and common stock issuable upon conversion of the Series A Convertible Preferred Stock being issued in connection with the Merger (Proposal 4);

(5) *Reverse Stock Split Proposal* To approve an amendment to our Current Charter to effect the Reverse Stock Split of the Company's issued and outstanding common stock such that each thirty shares of the Company's issued and outstanding common stock is reclassified into one share of the Company's issued and outstanding common stock, which reverse stock split will not change the par value or the amount of authorized shares of the Company's common stock;

(6) *Director Election Proposal* To elect the five director nominees named in the attached joint proxy and consent solicitation statement/prospectus to serve on the Board of Directors until the 2016 Annual Meeting of Stockholders or until their respective successors are elected and qualified; provided, however, that if the Merger is completed the Board of Directors will be reconstituted as described in this joint proxy and consent solicitation statement/prospectus;

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(7) *Golden Parachute Say on Pay Proposal* To approve, by non-binding, advisory vote, compensation that the Company's named executive officers may receive in connection with the Merger pursuant to existing agreements or arrangements with the Company;

(8) *Auditor Ratification Proposal* To ratify the appointment of Moss Adams LLP as our independent registered public accounting firm for the fiscal year ending November 30, 2015; and

(9) To transact such other business as may properly come before the annual meeting or any adjournment or postponement thereof.

**Who Can Vote? (Page 55)**

Stockholders of the Company can vote if, at the close of business on the Record Date, they were a holder of record of our common stock. Holders of our common stock are entitled to one vote at the annual meeting for each share of common stock held that was issued and outstanding as of the Record Date. On the Record Date, there were 70,082,401 shares of common stock issued and outstanding (which excludes 106,811 shares of common stock held in a segregated brokerage account that we consider treasury shares) and 727 common stockholders of record.

All stockholders are cordially invited to attend the annual meeting in person. However, to ensure stockholders of the Company are represented at the annual meeting, they are urged to vote promptly by signing and returning the enclosed proxy card or by telephone or Internet, or if they hold their shares in street name using the voting instruction form provided by their broker, bank or nominee, or by accessing the website or toll-free number indicated on the voting instructions accompanying your proxy card to vote via the Internet or phone.

The Board of Directors is seeking the proxy of the Company's stockholders to use at the annual meeting. We have prepared this joint proxy and consent solicitation statement/prospectus to assist them in deciding how to vote and whether or not to grant their proxy. Stockholders of the Company are urged to indicate on their proxy card or voting instruction card how they want to vote. Then sign, date and mail the proxy card or voting instruction card as soon as possible so that their shares will be represented at the annual meeting.

If stockholders of the Company sign, date and mail their proxy card or voting instruction card without indicating how they wish to vote, their proxy will be counted as a vote **"FOR"** each of the four Share Issuance Proposals, **"FOR"** the Reverse Stock Split Proposal, **"FOR"** each of the five director nominees named in the Director Election Proposals, **"FOR"** the advisory Golden Parachute Say on Pay Proposal, **"FOR"** the Auditor Ratification Proposal.

Common stockholders of record may change their vote by granting a new proxy card bearing a later date (which automatically revokes the earlier proxy), by providing written notice of revocation to our Corporate Secretary prior to their shares being voted.

Stockholders cannot vote shares held by their brokers in "street name." Only the stockholders' brokers can vote those shares, with the stockholders' instructions. Stockholders who do not provide their broker with instructions on how to vote their shares will not be permitted to vote their shares other than on the Auditor Ratification Proposal.

**Who Can Give Consent? (Page 53)**

The Board of Managers is seeking the consent of its equity holders to approve the Merger Agreement. This joint proxy and consent solicitation statement/prospectus has been prepared to assist equity holders of RG in deciding whether to give their consent.

The holders of RG's preferred units and voting common units are entitled to sign and deliver written consents with respect to the Merger Agreement. Such equity holders of RG may give their

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consent by completing, dating and signing the written consent enclosed with this consent solicitation statement/prospectus and returning it to RG by faxing it to RG, Attention: Scott Vogel, at (212) 869-5965, by emailing a .pdf copy to svogel@robertgraham.us or by mailing it to 264 West 40th Street, 8th Floor, New York, NY10018.

**Voting Requirement (Page 56)**

The voting requirement to approve each of the proposals is as follows:

(1) - (4) *Share Issuance Proposals* Pursuant to the shareholder approval requirements of NASDAQ, each of the four Share Issuance Proposals requires the affirmative "**FOR**" vote of a majority of the votes cast by stockholders present in person or represented by proxy at the meeting and entitled to vote thereon. Broker non-votes and abstentions will have no effect on these proposals. **Approval by our stockholders of the issuance of such securities pursuant to each of the Share Issuance Proposals is a condition to the obligations of the Company and RG to complete the Merger under the Merger Agreement and the issuance and sale of the Series A Convertible Preferred Stock under the Stock Purchase Agreement. If any one of the four Share Issuance Proposals is not approved, we cannot effect such transactions under the terms set forth in the respective agreements.**

(5) *Reverse Stock Split Proposal* The Reverse Stock Split Proposal requires the affirmative "**FOR**" vote of a majority of our issued and outstanding common stock. Broker non-votes and abstentions will have the same effect as a vote against the Reverse Stock Split Proposal.

(6) *Director Election Proposal* For the Director Election Proposal, the five nominees receiving a plurality of "**FOR**" votes cast by the stockholders present in person or represented by proxy at the meeting and entitled to vote thereon will be elected. Broker non-votes and abstentions will have no effect on this proposal. Notwithstanding the foregoing, if the Merger is completed the Board of Directors will be reconstituted as described in this joint proxy and consent solicitation statement/prospectus.

(7) *Golden Parachute Say on Pay Proposal* The Golden Parachute Say on Pay Proposal requires the affirmative "**FOR**" vote of a majority of the votes cast by stockholders present in person or represented by proxy at the meeting and entitled to vote thereon. Broker non-votes and abstentions will have no effect on this proposal.

(8) *Auditor Ratification Proposal* The Auditor Ratification Proposal requires the affirmative "**FOR**" vote of a majority of the votes cast by stockholders present in person or represented by proxy at the meeting and entitled to vote thereon. Abstentions will have no effect on this proposal. If you hold your shares in street name and do not provide voting instructions to your broker, the shares may be voted on the Auditor Ratification Proposal at the discretion of your broker.

**Consent Requirement (Page 53)**

The consent of the holders of RG's preferred units who own, collectively, more than fifty percent (50%) of the interest in the profits of RG owned by such equity holders and the consent of the holders of RG's voting common units who own, collectively, more than fifty percent (50%) of the interest in the profits of RG owned by such equity holders are required to approve the Merger Agreement.

Effective as of the date of the Merger Agreement, the Preferred Member entered into a voting agreement with the Company. Under the voting agreement, the Preferred Member agreed, promptly following its receipt of this joint proxy and consent solicitation statement/prospectus as declared effective by the SEC, to execute and deliver a written consent with respect to the preferred units held by the Preferred Member and, if necessary, to seek enforcement of the applicable provisions under

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RG's limited liability company agreement to cause the holders of RG's voting common units to give their consent to approve the Merger Agreement.

**The Companies**

*Joe's Jeans Inc. (Page 151)*

The Company's principal business activity is the design, development and worldwide marketing of apparel products, which include denim jeans, related casual wear and accessories that bear the brand Hudson®. Hudson was established in 2002, and the brand is recognized in the premium denim industry, an industry term for denim jeans with price points generally of \$120 or more, for its quality, fit and fashion-forward designs of women's and men's premium branded denim apparel. Because we focus on design, development and marketing, we rely on third parties to manufacture our apparel products. We sell our products through to numerous retailers, which include major department stores, specialty stores and distributors around the world.

*RG (Page 159)*

RG is a portfolio company of TCP and its principal business activity involves the design, development and marketing of luxury lifestyle brand apparel products that bear the brand Robert Graham®. Since its launch in 2001, RG was created on the premise of introducing sophisticated, eclectic style to the fashion market as an American-based company with an intention of inspiring a global movement. RG received the 2014 "Menswear Brand of the Year" award from the American Apparel & Footwear Association. As of November 30, 2015, RG operates freestanding stores in 30 locations nationwide. The brand also sells at luxury department stores and boutiques, and it has showrooms located in New York City, Los Angeles, Dallas, Toronto, Montreal, and Vancouver ([www.robertgraham.us](http://www.robertgraham.us)).

**The Merger (Page 62)**

On September 8, 2015, the Company entered into the Merger Agreement with Merger Sub and RG, pursuant to which Merger Sub will merge with and into RG on the terms and conditions set forth in the Merger Agreement, so that RG, as the surviving company, will become a wholly-owned subsidiary of the Company. Subject to the conditions set forth in the Merger Agreement, the Merger is expected to close in the first calendar quarter of 2016.

**Reasons for the Proposed Merger and Recommendation of the Company's Board of Directors (Page 73)**

We were in default under our Term Loan Credit Agreement (the "*Term Loan Credit Agreement*") with Garrison Loan Agency Services LLC ("*Garrison*") and our revolving credit agreement with CIT (the "*Revolving Credit Agreement*") and our lenders were not willing to amend covenants or provide long-term relief. As such, maintaining the status quo was not an option and there was a need for us to pursue a strategic alternative. After considering the possibility of refinancing our indebtedness, ceasing operations, selling off assets and liquidating, filing for bankruptcy, and the possibility of finding an alternative strategic transaction, our Board of Directors determined that the Merger and the related Merger Transactions represented the strategic option most likely to preserve stockholder value after consideration of the risks associated with the other strategic alternatives available to the Company. The Board of Directors believed that the Merger and the related Merger Transactions were the only strategic option that would resolve all of the Company's operational, management and financial issues. The Merger and related Merger Transactions will allow the Company to refinance its outstanding debt obligations, to reduce indebtedness to the holders of its Convertible Notes and to combine its Hudson brand with the Robert Graham brand which offers a full luxury lifestyle line of products, which has

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experienced rapid growth and which we believe will be complementary to our Hudson brand of premium denim products. Furthermore, the combined company will be led by Michael Buckley, a seasoned CEO with public company experience and premium denim experience.

Based on the reasons for the Merger described in this joint proxy and consent solicitation statement/prospectus, our Board of Directors has recommended that holders of our common stock vote **"FOR"** each of the four Share Issuance Proposals and **"FOR"** the Reverse Stock Split Proposal.

**What Robert Graham's Equity Holders will Receive in the Merger (Page 62)**

At the Effective Time of the Merger, on the terms and subject to the conditions set forth in the Merger Agreement, all of the membership interests of RG will be converted into the right to receive an aggregate of \$81 million in cash (subject to adjustment to satisfy certain indebtedness of RG) and 8,870,968 shares of our common stock (after giving effect to the Reverse Stock Split) representing approximately 47.5% of our common stock on a fully diluted basis after giving effect to the Merger and related transactions.

**Principal Agreements**

*Merger Agreement (Page 101)*

The Merger Agreement, dated as of September 8, 2015, as amended and restated effective as of that same date, sets forth the terms and conditions of the Merger, including representations and warranties, covenants of each party, closing conditions and termination provisions.

*Stock Purchase Agreement (Page 131)*

The Stock Purchase Agreement, dated as of September 8, 2015, provides for the issuance and sale of \$50 million of the Company's Series A Convertible Preferred Stock in a private placement to the Series A Purchaser, an affiliate of TCP, representing approximately 24.0% of our common stock on an as converted, fully-diluted basis after giving effect to the Merger and related transactions

*Rollover Agreement (Page 133)*

The Rollover Agreement, dated as of September 8, 2015, provides for the exchange of \$34.2 million aggregate principal amount of the Company's outstanding Convertible Notes, representing 100% of the outstanding principal amount of our Convertible Notes, together with all accrued and unpaid interest thereon, for a combination of approximately \$8.6 million in cash, shares of our common stock representing 6.7% of our issued and outstanding common stock after giving effect to the Merger and related transactions, and approximately \$16.5 million aggregate principal amount of our Modified Convertible Notes, which, immediately after giving effect to the Merger and the related transactions, would give the holders of the Modified Convertible Notes aggregate ownership of 14.1% of the combined company on an as-converted, fully diluted basis.

**Opinion of the Company's Financial Advisor (Page 79)**

At a meeting of our Board of Directors on August 30, 2015, Cronkite & Kissell LLC ("*Cronkite & Kissell*") rendered its oral opinion to our Board of Directors, which was confirmed by delivery of a written opinion of the same date, that, as of that date and based upon and subject to the assumptions and other matters described in the written opinion, the Merger and related Merger Transactions are fair from a financial point of view to our stockholders. The full text of the written opinion of Cronkite & Kissell is attached to this joint proxy and consent solicitation statement/prospectus as Appendix C and is incorporated in this joint proxy and consent solicitation statement/prospectus by reference. The discussion under the section entitled "*The Merger Opinion of the Company's Financial*

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*Advisor*," together with Cronkite & Kissell's written opinion, set forth, among other things, the assumptions made, procedures followed, matters considered, and limitations on and scope of the review undertaken by Cronkite & Kissell in connection with its opinion. Holders of our common stock should read this opinion and the aforementioned section carefully and in its entirety. Cronkite & Kissell provided its opinion to our Board of Directors for the information and assistance of our Board of Directors in connection with and for purposes of the Board of Directors' evaluation of the Merger and the Merger Transactions.

Cronkite & Kissell's opinion relates only to the fairness, from a financial point of view, of the Merger and the Merger Transactions to our stockholders. The Cronkite & Kissell opinion does not address the underlying business decision by us to effect the Merger and the Merger Transactions or any other aspect of the Merger and the Merger Transactions and is not a recommendation as to how any holder of our common stock should vote or act with respect to the proposals related to the Merger and the Merger Transactions or any other matter.

**Risk Factors (Page 30)**

In deciding how to vote your shares of stock (if you are a stockholder of the Company) or whether to give your consent (if you are an equity holder of RG), as applicable, on the matters described in this joint proxy and consent solicitation statement/prospectus, and in connection with the delivery of our shares of common stock to direct and indirect holders of membership interests in RG, you should carefully consider the risks related to the Merger and the combined company. The Merger may not achieve the expected benefits because of, among other things, the risks and uncertainties discussed in the sections entitled "*Risk Factors*" and "*Cautionary Statement Regarding Forward-Looking Information*." Such risks include, among other things, risks relating to the uncertainty that we and RG will be able to combine our businesses successfully, uncertainties as to whether the Merger will result in the timely elimination of expected redundancies, and uncertainties relating to the performance of the combined company following the Merger.

**Conditions to the Merger (Page 124)**

There are a number of closing conditions in the Merger Agreement, including that RG's equity holders have approved the Merger Agreement and the Company's stockholders have approved the Share Issuance Proposals and the Reverse Stock Split Proposal and consummation of the debt and equity financing transactions described herein.

**Termination of the Merger Agreement (Page 126)**

The Merger Agreement may be terminated under certain circumstances, including if the Merger has not been consummated on or before February 8, 2016.

**Termination Fees and Expenses (Page 128)**

The Company has agreed to pay RG a termination fee of \$5.25 million, less certain expenses that may have been previously reimbursed by the Company to RG, if (i) the Company terminates the Merger Agreement under certain circumstances and within twelve months after such termination, consummates a takeover proposal or enters into a definitive agreement with respect to a takeover proposal that is subsequently consummated; (ii) the Merger Agreement is terminated by RG as a result of the Board of Directors of the Company changing its recommendation with respect to the Merger and related transactions; or (iii) the Merger Agreement is terminated by the Company because the Company has received a superior proposal and enters into a definitive agreement with respect thereto. In the event that the Merger Agreement is terminated by the Company because of RG's failure to obtain financing or by RG because the Merger has not occurred by February 8, 2016 at a time that the

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Company would have the right to terminate pursuant to a financing issue and has provided notice of such right, in each case, so long as the Company is not in breach of certain obligations related to obtaining the financing, then RG must pay the Company a reverse termination fee of \$7.5 million, less certain expenses that may have been previously reimbursed by RG to the Company. If either party terminates the Merger Agreement as a result of the other party's breach, then the breaching party must pay the non-breaching party up to an aggregate amount of \$3 million for all of the documented out-of-pocket fees and expenses incurred in connection with the Merger Agreement and related Merger Transactions.

**Interests of Certain Persons in the Merger (Page 88)**

Certain directors, executive officers, and significant stockholders of the Company and RG have interests in the Merger that may be in addition to or different from those of other Company stockholders and RG equity holders as described in more detail in this joint proxy and consent solicitation statement/prospectus.

**Material U.S. Federal Income Tax Consequences of the Merger (Page 95)**

It is anticipated that the Merger will qualify as a tax-deferred exchange under Section 351 of the Code. In such event, U.S. holders of RG Units generally will recognize gain to the extent of the cash received plus the excess, if any, of the amount of liabilities of RG allocable to the U.S. holder's RG Units over the U.S. holder's adjusted tax basis in such RG Units. U.S. holders will recognize all realized gain if the Merger does not so qualify. There should be no tax consequences to existing stockholders of the Company. For more information, see the section entitled "*Material U.S. Federal Income Tax Consequences*," beginning on page 97.

**Anticipated Accounting Treatment of the Merger (Page 142)**

Upon analyzing the applicable accounting literature and considering post transaction factors such as ownership and voting interest percentages, composition of the Company's Board of Directors, and composition of management, the Company has determined that RG will be the accounting acquirer following the consummation of the Merger. As a result following the consummation of the Merger, RG's historical financial statements will become the financial statements of the combined company, and the assets and liabilities of the Company will be recorded at their acquisition date fair values using the acquisition method of accounting.

**Regulatory Matters (Page 87)**

In addition to having the Registration Statement on Form S-4, of which this joint proxy and consent solicitation statement/prospectus is a part, declared effective by the SEC, and having the common stock to be issued in the Merger authorized for listing on NASDAQ, certain information and documentary materials relating to the Merger were required to be provided to the Antitrust Division of the U.S. Department of Justice (the "*Antitrust Division*") and the Federal Trade Commission (the "*FTC*") by the Company and RG, pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the "*HSR Act*") and the rules promulgated thereunder by the FTC. A transaction notifiable under the HSR Act may not be completed until the expiration of a 30 calendar day waiting period following the parties' filing of their respective HSR Act notification forms or the early termination of that waiting period. The Company and RG filed their respective HSR Act notifications on October 13, 2015. On October 23, 2015, the Company and RG received notice of early termination of the waiting period.

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**Directors and Management of the Company Following Completion of the Merger (Page 93)**

Pursuant to the terms of the Stock Purchase Agreement and the certificate of designation regarding the Series A Convertible Preferred Stock, at the Effective Time, three of our directors will resign from the Board of Directors and the remaining members of the Board of Directors will appoint three designees of the Series A Purchaser to be identified at least five business days prior to the closing of the Merger and Michael Buckley (who will also be appointed Chief Executive Officer).

**Appraisal Rights (Page 88)**

Under Delaware law and our Current Charter, holders of our common stock are not entitled to any rights to seek appraisal of their shares or to exercise any dissenter's or preemptive rights in connection with the Merger and Merger Transactions.

**Comparison of Rights of Stockholders of the Company and Equity Holders of Robert Graham (Page 223)**

We are incorporated in the state of Delaware, and the rights of our stockholders are governed by the Delaware General Corporation Law (the "*DGCL*") and by our Current Charter and our Bylaws. RG is a limited liability company incorporated in the state of Delaware and the rights of RG equity holders are currently governed by the Delaware Limited Liability Company Act and RG's certificate of formation and limited liability company agreement. After the completion of the Merger, equity holders of RG who receive shares of our common stock in the Merger will become stockholders of the Company and will become subject to our Current Charter, as may be amended, our Bylaws and the applicable provisions of Delaware law.

**Reverse Stock Split (Page 240)**

The principal purpose of the Reverse Stock Split would be to help increase the per share market price of our common stock by up to a factor of thirty (30). The Reverse Stock Split will not change the par value or the amount of authorized shares of the Company's common stock. The Board of Directors has determined that by increasing the market price per share of our common stock we will meet the initial listing requirements required for listing upon consummation of the Merger and maintain compliance with the continuing listing requirements of NASDAQ. Additionally, approval of the Reverse Stock split is a condition to the consummation of the Merger and will ensure the availability of our common stock for general corporate purposes that may be identified from time to time, such as financings, acquisitions, strategic business relationships, stock dividends, including stock splits in the form of stock dividends, or issuances under our benefit plans.

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**SELECTED CONDENSED CONSOLIDATED FINANCIAL INFORMATION OF THE COMPANY**

The following table sets forth the Company's selected condensed consolidated financial data for the periods ended and as of the dates indicated. The income statement data for the fiscal years ended November 30, 2014, 2013 and 2012 and the balance sheet data as of November 30, 2014 and 2013 have been derived from the Company's audited consolidated financial statements included in this joint proxy and consent solicitation statement/prospectus. The income statement data for the fiscal years ended November 30, 2011 and 2010 and the balance sheet data as of November 30, 2012, 2011 and 2010 have been derived from the Company's audited consolidated financial statements, which have been retrospectively adjusted for the effects of discontinued operations, that are not included or incorporated by reference into this joint proxy and consent solicitation statement/prospectus. The income statement data for the nine months ended August 31, 2015 and 2014 and the balance sheet data as of August 31, 2015 have been derived from the Company's unaudited condensed consolidated financial statements included in this joint proxy and consent solicitation statement/prospectus. The balance sheet data as of August 31, 2014 has been derived from the Company's unaudited condensed consolidated financial statements that are not included or incorporated by reference into this joint proxy and consent solicitation statement/prospectus. The data presented below should be read in conjunction with "*Management's Discussion and Analysis of Financial Condition and Results of Operations of the Business of the Company*" and the Company's consolidated financial statements and the related notes included elsewhere in this joint proxy and consent solicitation statement/prospectus.

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	Year ended					Nine months ended	
	(in thousands, except per share data)					(in thousands, except per share data)	
	11/30/14 (1)	11/30/2013 (2)	11/30/12	11/30/11	11/30/10	8/31/15	8/31/14
Net sales	\$ 84,225	\$ 28,417	\$ 9,484	\$ 7,231	\$ 4,283	\$ 61,266	\$ 68,957
Cost of goods sold	44,502	14,451	2,835	2,448	1,590	35,190	36,301
Gross profit	39,723	13,966	6,649	4,783	2,693	26,096	32,656
Operating expenses							
Selling, general and administrative	42,329	21,956	10,728	9,363	6,882	34,895	31,220
Impairment of goodwill	23,585						
Depreciation and amortization	3,637	1,319	565	588	361	2,448	2,728
Retail stores impairment	840			1,144		470	332
	70,391	23,275	11,293	11,095	7,243	37,813	34,280
Operating loss from continuing operations	(30,668)	(9,309)	(4,644)	(6,312)	(4,550)	(11,737)	(1,624)
Interest expense	5,141	1,032				4,637	3,796
Other expense	(2,268)	209					(2,268)
Loss before taxes	(33,541)	(10,550)	(4,644)	(6,312)	(4,550)	(16,374)	(3,152)
Income tax (benefit) provision	(5,059)	(3,134)	(2,012)	(2,555)	(1,884)	1,698	(860)