

AMERICAN APPAREL, INC  
 Form 3  
 September 26, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Mintz Robert		(Month/Day/Year)	AMERICAN APPAREL, INC [APP]	
(Last)	(First)	(Middle)	09/15/2014	
C/O AMERICAN APPAREL, INC., Â 747 WAREHOUSE STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
LOS ANGELES, Â CA Â 90021			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.0001 par value	975,000	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mintz Robert C/O AMERICAN APPAREL, INC. 747 WAREHOUSE STREET LOS ANGELES, CA 90021	X			

## Signatures

/s/ Eva D'Ambrosio, attorney-in-fact for Robert Mintz 09/26/2014

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Remarks:**  
Exhibit 24 - Power of Attorney for Mintz Robert

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

+21%  
\$ 6.31  
SoftBank Transaction Value  
DISH Proposal Value

\*Created by SoftBank based on respective company's publicly available information.

SoftBank Transaction is Superior

SoftBank dish

\$ 7.65 (+21%) Value \$6.31

July 2013 Timing Mid 2014

3.0x Leverage 5.9x

Straightforward Structure Separate Silos (7.6x Telco Leverage)

Fully Financed Financing Uncommitted Financing

Mobile Technology / Operational Leader Mobile Expertise None

5

SoftBank Transaction is Superior

SoftBank dish

Global Scale / Expertise Synergies Unfounded / Unrealistic

Proven Track Record Partnering Litigation History

Shareholder Protections Governance Ergen-dominated

Efficient Tax Inefficient

Well-positioned Spectrum Significant Costs

6

Value per Share

(Pre Synergies)

7

SoftBank \$8bn Primary Investment

\$3.1bn in October 2012 Convertible debt at \$5.25 per share

\$4.9bn in July 2013 Primary investment at \$5.25 per share

8

Value per Share SoftBank

(Pre Synergies)

\$ 6.38 Transaction value

Equity \$ 2.35\*1

Cash \$4.03\*2

Cash+New Sprint Equity

\*Assumed pro rata subscription to cash and equity; shareholders will have the option to elect between cash and equity

\*1 \$5.25 per share and 0.448 exchange ratio

\*2 \$12.1bn to purchase 1,663mm shares at \$7.30 per share

9

DISH's Proposal Value dish

(Pre Synergies)

\$ 7.00

Equity \$2.24

Cash \$4.7

Proposal Value per DISH Presentation\*1

\*Created by SoftBank based on respective companies' publicly available information.

\*1 Based on proposed 0.05953 proposed exchange ratio and DISH share price as of 4/12/2013.

10



Financing Dilution dish

\$ 7.00 \$ (0.25)

Adjusted for:

New DISH share dilution \$9.3bn incremental debt \$7.9bn cash outlay

Proposal Value per DISH Presentation\*1

Financing Dilution\*2

\*Created by SoftBank based on respective company's publicly available information.

\*1 Based on proposed 0.05953 proposed exchange ratio and DISH share price as of 4/12/2013.

\*2 Includes Sprint market value as of 4/12/2013. Includes \$9.3bn of new debt and \$7.9bn cash outlay.

11

Adjusted Proposal Value

dish

(Pre Synergies)

\$ 7.00

\$ (0.25)

\$ 6.75

Proposal Value per DISH Presentation\*1

Financing Dilution\*2

Adjusted Proposal Value

\*Created by SoftBank based on respective company's publicly available information.

\*1 Based on proposed 0.05953 proposed exchange ratio and DISH share price as of 4/12/2013.

\*2 Includes Sprint undisturbed market value as of 4/12/2013. Includes \$9.3bn of new debt and \$7.9bn cash outlay.

12

Transaction Fees and Expenses

dish

\$ 6.75

(\$0.09)

\$600mm break-up fee \$400mm transaction expense

Adjusted Proposal Value

Transaction Fees and Expenses\*1

\*Created by SoftBank based on respective company's publicly available information.

\*1 Includes \$600mm breakup fee paid to SoftBank by Sprint and \$400mm of assumed transaction fees.

13

Time Value Discount

dish

\$ 6.75

(\$0.09)

(\$0.61)

1 year delay in closing

Adjusted Proposal Value

Transaction Fees and Expenses\*1

Time Value Discount \*2

\*Created by SoftBank based on respective company's publicly available information.

\*1 Includes \$600mm breakup fee paid to SoftBank by Sprint and \$400mm of assumed transaction fees.

\*2 1 year discount period for DISH proposal relative to SoftBank transaction.

Time value adjustment applied to Adjusted Headline Value, Transaction Fees and Expenses.

14

Timing

SoftBank

July 1, 2013 Expected Close

dish

... ?

Delay in NW Vision

Lose Competitiveness

Today

2012

2013

2014

15

Present Value per Share

dish

(Pre Synergies)

\$ 6.75

(\$0.09)

(\$0.61)

\$ 6.05

Adjusted Proposal Value

Transaction Fees and Expenses\*1

Time Value Discount \*2

Present Value Pre Synergies

\*Created by SoftBank based on respective company's publicly available information.

\*1 Includes \$600mm breakup fee paid to SoftBank by Sprint and \$400mm of assumed transaction fees.

\*2 1 year discount period for DISH proposal relative to SoftBank transaction.

Time value adjustment applied to Adjusted Headline Value, Transaction Fees and Expenses.

16

SoftBank Transaction is Superior

(Present Value, Pre Synergies)

\$ 6.38

+5%

\$ 6.05

SoftBank

dish

17

Value per Share

(Post Synergies)

18



Synergies

dish

\$ 6.05

\$ 0.75

\$11.0bn NPV of cost synergies

Less \$2.6bn NPV of integration expenses Limitations / 2 separate companies

Present Value

Synergies\*1

\*Created by SoftBank based on respective company's publicly available information.

\*1 Assumes DISH cost synergy NPV of \$11.0bn per DISH presentation less \$2.6bn NPV of integration costs per average of industry transactions.

19

Spectrum Deployment Cost

dish

\$ 6.05

\$ 0.75

(\$ 0.47)

\$6.0bn CAPEX to deploy 2GHz

Non-standard; no ecosystem No compatible handsets No revenue prospects

Present Value

Synergies\*1

Spectrum

Deployment Costs \*2

\*Created by SoftBank based on respective company's publicly available information.

\*1 Assumes DISH cost synergy NPV of \$11.0bn per DISH presentation less \$2.6bn NPV of integration costs per average of industry transactions.

\*2 Assumes \$6bn of spectrum build out costs over 3 years discounted at 10%.

20

Present Value per Share

dish

(Post Synergies)

\$ 6.05

\$ 0.75

(\$ 0.47)

(\$ 0.03)

\$ 6.31

Present Value

Synergies\*1

Spectrum \*2

Deployment Costs

Time Value Discount \*3

DISH Proposal Value

\*Created by SoftBank based on respective company's publicly available information.

\*1 Assumes DISH cost synergy NPV of \$11.0bn per DISH presentation less \$2.6bn NPV of integration costs.

\*2 Assumes \$6bn of spectrum build out costs over 3 years discounted at 10%.

\*3 Time value adjustment applied to synergies, Spectrum Deployment Costs.

21

\$2.0bn Annual Cost Synergies

SoftBank

\$ 6.38

\$ 1.27

Handset / Equipment / Network / IT / OPEX No material redundancies

Cash+New Sprint Equity\*1

Synergies\*2

\*Created by SoftBank based on respective company's publicly available information.

\*1 Transaction Value delivered to Sprint Shareholders based on SoftBank transaction.

\*2 Assumes \$2.0bn run-rate cost savings and efficiencies under SoftBank management, tax-effected using 35% rate and discounted at 10%.

22

\$2.0bn Annual Cost Synergies

Economies of Scale

Smartphone

SAMSUNG

hTC

MOTOROLA

Network

ERICSSON

Alcatel-Lucent

SAMSUNG

Operational Expertise

Mobile EBITDA

\$7.8bn

vodafone

SoftBank

2004/3

13/3 (FY)

\*Assumes \$2.0bn run-rate cost savings and efficiencies under SoftBank management.

23

Global Procurement Scale

(m)

Number of Smartphones Sold

28.8

26.9

26.5

13.3

5.6

Verizon

AT&T

Sprint / SoftBank

NTT DOCOMO

KDDI

Competitive Economies of Scale

\*Others: FY2012 results

\*KDDI: FY2011 results

24

Global Procurement Scale

(\$ bn)

Mobile CAPEX

20.4

11.9

10.8

9.9

8.9

7.5

3.0

China Mobile

Sprint /

AT&T

Vodafone

Verizon

NTT

KDDI

SoftBank

(Consolidated)

DOCOMO

Economies of Scale Global No. 2

\*Vodafone, KDDI: FY2012/3 actual results Others: FY2012 actual results

\*Created by SoftBank based on respective companies' publicly available information.

25

Planning meetings

26



SoftBank

Present Value per Share

(Post Synergies)

\$7.65

\$6.38

\$1.27

Cash+New Sprint Equity\*1

Synergies\*2

SoftBank Transaction

Value

\*1 Transaction Value delivered to Sprint Shareholders based on SoftBank transaction.

\*2 Assumes \$2.0bn run-rate cost savings and efficiencies under SoftBank management, tax-effected using 35% rate and discounted at 10%.

27

SoftBank Transaction

Provides 21% Premium

SoftBank

\$7.65

+21%

\$6.31

dish

SoftBank Transaction Value

DISH Proposal Value

\*Created by SoftBank based on respective companies' publicly available information.

28

Value per Share

SoftBank

\$ 6.22

\$ 6.38 (+5%)

\$7.65 (+21%)

DISH Presentation

Pre Synergies

Post Synergies

dish

\$ 7.00

\$6.05

\$6.31

29

Capital Structure & Governance

30

Superior Capital Structure with SoftBank

SoftBank \*1

Sprint Clearwire

Net Leverage

3.0x

\$ 22.6bn

Pro Forma Gross Debt

dish \*2

Sprint Clearwire

Net Leverage

5.9x

Gross Leverage

7.6x

\$ 35.3bn

Sprint Silo

Pro Forma Gross Debt

Gross Leverage

6.0x

\$ 14.2bn

DISH Silo

Pro Forma Gross Debt

\*Created by SoftBank based on respective companies' publicly available information. Excludes SoftBank financial results.

\*1 Pro Forma for Clearwire; excludes synergies.

\*2 Pro Forma for Clearwire and includes \$600mm of break-up fees; excludes synergies.

31

Superior Capital Structure with SoftBank

SoftBank \*1

Sprint Clearwire

Net Leverage

3.0x

\$ 22.6bn

Pro Forma Gross Debt

dish \*2

Sprint Clearwire

Net Leverage

5.9x

Gross Leverage

7.6x

Gross Leverage

6.0x

\$50bn

Pro Forma Gross Debt

\*Created by SoftBank based on respective companies' publicly available information. Excludes SoftBank financial results.

\*1 Pro Forma for Clearwire; excludes synergies.

\*2 Pro Forma for Clearwire and includes \$600mm of break-up fees; excludes synergies.

32

Increased Financial Risk

Net Debt / EBITDA Multiple

dish (DISH/Sprint)

T-Mobile Metro PCS

SoftBank (Sprint)

AT&T

Verizon

5.9x

3.4x

3.0x

1.8x

1.2x

Highest Telco Leverage Ratio in the World

33

Poor Governance dish

Economic Interest

32% DISH Shareholders

32% Sprint Shareholders

36% Ergen

Voting Control

DISH Shareholders

Sprint Shareholders

7.5% 7.5%

85% Ergen

\*Created by SoftBank based on respective company's publicly available information.

\*Ergen includes Ergen Trust.

34



SoftBank Will Propel

Sprint's Growth

35

Our track record of innovation and operational excellence will drive Sprint shareholder value.

-Masayoshi Son (October 15, 2012)

36

I m not an expert on their Network Vision

They certainly have more expertise in that than we do.

- Charles Ergen

(April 15, 2013)

37

DISH Losing US TV Battle

dish DIRECTTV.US

14.1mm Subscribers 20.1mm

\$14.3bn Total Revenue\*1 \$23.2bn

17% EBITDA Margin\*1 24%

\*Created by SoftBank based on respective companies' publicly available information.

\*1 FY2012 reported revenue and EBITDA margin.

38

Smartphone is the Key to Success

Google

SoftBank

SAMSUNG

ERICSSON

QUALCOMM

Alcatel-Lucent

Intel

Nokia Siemens Networks

dish

39

No.1 in Smartphone Sales

SoftBank

SoftBank

NTT DOCOMO

Au

(CY)

09

10

11

12

13

dish

None

(CY)

09

10

11

12

13

40

Mobile EBITDA Growth Rate (FY2012)

SoftBank

Verizon

AT&T

China Mobile

NTT DOCOMO

(1%)

Vodafone

(8%)\*1

DISH

(39%)\*2

+14%

+12%

+7%

+1%

Global No.1

\*Created by SoftBank based on respective companies' publicly available information

\*1 Consolidated EBITDA

\*2 Consolidated EBITDA for total operation : Net Income + Income tax (provision) benefit, net + interest expense, net + depreciation and amortization

41

Mobile EBITDA Margin (FY2012)

SoftBank 50%

China Mobile 48%

Verizon 47%

NTT DOCOMO 42%

AT&T 39%

Global No.1

Vodafone 33%\*1

DISH 17%\*1

\*Created by SoftBank based on respective companies' publicly available information.

Mobile EBITDA margin = Mobile EBITDA/

Mobile Telecom Service Revenue

\*1 Consolidated EBITDA Margin for total operations

42



Subscribers

SoftBank

(m)

45

dish

41.9m

vodafone

Rapid Growth

30

15.0m

15

0

2004/3 05/3

06/3

07/3 08/3 09/3 10/3 11/3

12/3 13/3 (FY)

(m)

45

30

No Growth

15

14.1m

9.4m

0

03/12 04/12 05/12 06/12 07/12 08/12 09/12 10/12 11/12 12/12

(FY)

\*SoftBank Mobile: Sum of SoftBank Mobile, Willcom, and EMOBILE's accumulated subscribers

\*Pay-TV subscribers

43

EBITDA

(\$ bn)

SoftBank

7.8bn

(margin 50%)

8.0

vodafone

Turnaround

6.0

4.0

2.0

2004/3 05/3

06/3

07/3 08/3 09/3 10/3 11/3 12/3

13/3

(FY)

\* EBITDA of mobile communications segment

dish

(\$ bn)

8.0

6.0

Peaked

4.0

2.4bn

(margin 17%)

2.0

2003/12 04/12 05/12 06/12 07/12 08/12 09/12 10/12 11/12 12/12 (FY)

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\*Consolidated EBITDA for DISH : Net Income + Income tax (provision) benefit, net + interest expense, net + depreciation and amortization

44

SoftBank Transaction is Superior

SoftBank

dish

\$ 7.65 (+21%)

Value

\$6.31

July 2013

Timing

Mid 2014

3.0x

Leverage

5.9x

Straightforward

Structure

Separate Silos

(7.6x Telco Leverage)

Fully Financed

Financing

Uncommitted Financing

Mobile Technology / Operational Leader

Mobile Expertise

None

45

SoftBank Transaction is Superior

SoftBank

dish

Global Scale / Expertise

Synergies

Unfounded / Unrealistic

Proven Track Record

Partnering

Litigation History

Shareholder Protections

Governance

Ergen-dominated

Efficient

Tax

Inefficient

Well-positioned

Spectrum

Significant Costs

46

SoftBank Transaction Provides 21% Premium

SoftBank dish

\$7.65

+21%

\$6.31

SoftBank

Transaction

Value

DISH

Proposal

Value

\*Created by SoftBank based on respective company's publicly available information.

47

SoftBank + Sprint®

Positioned for Growth

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48