

Edgar Filing: JOE'S JEANS INC. - Form SC 13D/A

JOE'S JEANS INC.  
Form SC 13D/A  
February 25, 2010

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

SCHEDULE 13D/A  
Under the Securities Exchange Act of 1934  
(Amendment No. 2) (\*)

Joe's Jeans Inc.  
-----  
(Name of Issuer)

Common Stock, par value \$0.10 per share  
-----  
(Title of Class of Securities)

47777N101  
-----  
(CUSIP Number)

Windsong DB, LLC  
1599 Post Road East  
Westport, CT 06880  
Telephone: (203) 310-3600

with a copy to:

Nazim Zilkha  
White & Case LLP  
1155 Avenue of the Americas  
New York, NY 10036

-----  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

February 3, 2010

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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CUSIP No. 47777N101  
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1. Names of Reporting Persons.

-----  
I.R.S. Identification Nos. of above persons (entities only).  
Windsong DB, LLC  
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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [ ]  
(b) [ ]  
-----

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to  
Items 2(d) or 2(e) [ ]  
-----

6. Citizenship or Place of Organization Delaware  
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Number of Shares 7. Sole Voting Power  
Beneficially 2,941,552  
Owned by Each

Reporting 8. Shared Voting Power  
Person With 0  
-----

9. Sole Dispositive Power  
2,941,552  
-----

10. Shared Dispositive Power  
0  
-----

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,941,552  
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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

13. Percent of Class Represented by Amount in Row (11) 4.8%(1)  
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14. Type of Reporting Person (See Instructions)  
CO  
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(1) Based upon 61,612,826 shares of Common Stock issued and outstanding as reported by the Issuer in its annual report on Form 10-K filed with the SEC for the fiscal year ended November 30, 2009.

This Amendment No. 2 ("Amendment No. 2") to the statement on Schedule 13D filed on December 29, 2006 with the Securities and Exchange Commission (the "SEC"), as amended by Amendment No. 1 filed with the SEC on July 11, 2007 (the "Schedule 13D"), is filed with respect to the common stock, par value \$0.10 per share (the "Common Stock") of Joe's Jeans Inc. (f/k/a Innovo Group Inc.), a Delaware corporation (the "Issuer"). Capitalized terms used but not defined herein shall have the meanings attributed to them in the Schedule 13D.

Except as expressly provided herein, this Amendment No. 2 does not modify any of the information previously reported in the Schedule 13D.

Item 5. Interest in Securities of the Issuer

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Item 5 is hereby amended and restated as follows:

(a) and (b) The information contained on the cover pages of this Amendment No. 2 is incorporated herein by reference. Windsong has (i) beneficial ownership (within the meaning of Rule 13d-3 under the Exchange Act) and (ii) sole power to vote or direct the vote and sole power to dispose or direct the disposition of 2,941,552 shares of Common Stock, which represents approximately 4.8% of the shares of Common Stock issued and outstanding as of February 19, 2010.

(c) The type of transaction, transaction date, number of shares, and price per share for all transactions in the Common Stock by Windsong within the last 60 days are set forth on Exhibit A attached hereto and incorporated herein by reference. All trades by Windsong were done in the open market.

(d) Not applicable.

(e) As of the close of business on February 19, 2010, Windsong ceased to be subject to beneficial ownership filing requirements under Section 13 of the Exchange Act, as amended, as its beneficial ownership of Common Stock was as of that date and is as of the date hereof below 5% of the shares of Common Stock issued and outstanding.

### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 25, 2010

WINDSONG DB, LLC

By: /s/ William Sweedler

-----  
Name: William Sweedler  
Title: Authorized Officer

Exhibit A

### TRANSACTIONS BY WINDSONG DB, LLC

Trade Date	Transaction Activity (Buy/Sell)	Quantity (#)	Price (\$)
1/15/2010	Sell	25,000	1.60
1/19/2010	Sell	105,200	1.61
1/20/2010	Sell	62,541	1.65
1/21/2010	Sell	45,374	1.75
1/22/2010	Sell	15,827	1.70
1/26/2010	Sell	84,926	1.72
1/27/2010	Sell	35,800	1.66
1/28/2010	Sell	4,500	1.70
2/3/2010	Sell	325,250	1.79
2/4/2010	Sell	498,833	1.87
2/5/2010	Sell	111,161	1.77
2/8/2010	Sell	105,700	1.88
2/9/2010	Sell	212,998	1.99
2/10/2010	Sell	90,000	2.06
2/11/2010	Sell	69,800	2.07
2/12/2010	Sell	29,800	2.02
2/16/2010	Sell	159,493	2.14

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2/17/2010	Sell	65,000	2.06
2/18/2010	Sell	77,241	2.09
2/19/2010	Sell	176,329	2.15