

JOE'S JEANS INC.  
Form PRE 14A  
February 24, 2014

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[Table of Contents](#)

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**JOE'S JEANS INC.**

---

(Name of Registrant as Specified In Its Charter)

---

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

Edgar Filing: JOE'S JEANS INC. - Form PRE 14A

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

---

Table of Contents

**JOE'S JEANS INC.**

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

February 24, 2014

Dear Stockholder:

You are cordially invited to attend the 2014 annual meeting of stockholders of Joe's Jeans Inc., or Joe's, which will be held at the Sofitel Hotel Los Angeles, 8555 Beverly Boulevard, Los Angeles, California 90048, on Thursday, May 8, 2014. The 2014 annual meeting of stockholders will begin promptly at 9:00 a.m. local time.

The accompanying notice of annual meeting and proxy statement, which you are urged to read carefully, provides important information regarding the business to be conducted at the annual meeting.

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.

On behalf of the Board of Directors, I thank you for your support and continued interest in Joe's.

Sincerely,

Samuel J. Furrow  
*CHAIRMAN OF THE BOARD OF DIRECTORS*  
JOE'S JEANS INC.

*This notice of annual meeting and proxy statement and proxy are first being mailed on or about \_\_\_\_\_, 2014 to our common stockholders.*

---

Table of Contents

**JOE'S JEANS INC.**

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

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON THURSDAY, MAY 8, 2014**

<b>Time and Date</b>	9:00 a.m., local time on Thursday, May 8, 2014
<b>Place</b>	Sofitel Hotel Los Angeles, 8555 Beverly Boulevard, Los Angeles, California 90048
<b>Items of Business</b>	<p>(1) To elect the eight director nominees named in the attached proxy statement to serve on the Board of Directors until the 2015 annual meeting of stockholders or until their respective successors are elected and qualified;</p> <p>(2) To approve an amendment to our Seventh Amended and Restated Certificate of Incorporation to increase the amount of authorized shares of our common stock from 100 million to 120 million in order to permit the issuance of the common stock upon conversion of the convertible notes (the "<i>Buyer Notes</i>") issued in connection with our acquisition of Hudson Clothing Holdings, Inc., a Delaware corporation ("<i>Hudson</i>");</p> <p>(3) To approve, under applicable NASDAQ Listing Rules, the issuance of common stock upon conversion of the Buyer Notes issued in connection with our acquisition of Hudson in excess of 19.99% of the common stock outstanding prior to such issuance;</p> <p>(4) To approve an amendment to the Amended and Restated 2004 Stock Incentive Plan to increase the reservation of the total shares available for issuance to 11,825,000 shares of common stock;</p> <p>(5) To conduct an advisory vote to approve named executive officer compensation;</p> <p>(6) To ratify the appointment of Ernst &amp; Young LLP as our independent registered public accounting firm for the fiscal year ending November 30, 2014; and</p> <p>(7) 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 March 14, 2014, you were a holder of record of our common stock.
<b>Proxy Voting</b>	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.

---

Table of Contents

**The Board of Directors unanimously recommends that you vote to:**

**elect the eight director nominees named in the attached proxy statement;**

**approve the amendment to our Seventh Amended and Restated Certificate of Incorporation;**

**approve, under applicable NASDAQ Listing Rules, the issuance of common stock upon the conversion of the Buyer Notes;**

**approve the amendment to the Amended and Restated 2004 Stock Incentive Plan;**

**approve the compensation of our Named Executive Officers; and**

**ratify the appointment of auditors as described in detail in the accompanying proxy statement.**

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.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on May 8, 2014. This proxy statement and our 2013 Annual Report and the Hudson Financials (as defined below) are available free of charge at <http://www.joesjeans.com/2014proxy>.**

By Order of the Board of Directors,

Samuel J. Furrow  
*Chairman of the Board of Directors*  
Commerce, California  
, 2014

---

Table of Contents

**TABLE OF CONTENTS**

	<b>PAGE</b>
<u>STATEMENTS REGARDING FORWARD-LOOKING INFORMATION</u>	<u>1</u>
<u>QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING</u>	<u>2</u>
<u>PROPOSAL 1 ELECTION OF DIRECTORS</u>	<u>14</u>
<u>PROPOSAL 2 APPROVAL OF AMENDMENT TO THE SEVENTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE AMOUNT OF AUTHORIZED SHARES OF COMMON STOCK</u>	<u>22</u>
<u>PROPOSAL 3 APPROVAL, UNDER APPLICABLE NASDAQ LISTING RULES, THE ISSUANCE OF COMMON STOCK UPON CONVERSION OF THE BUYER NOTES</u>	<u>27</u>
<u>PROPOSAL 4 APPROVAL OF AMENDMENT TO THE AMENDED AND RESTATED 2004 STOCK INCENTIVE PLAN</u>	<u>30</u>
<u>PROPOSAL 5 ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION</u>	<u>37</u>
<u>PROPOSAL 6 RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	<u>38</u>
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	<u>39</u>
<u>EXECUTIVE OFFICERS</u>	<u>40</u>
<u>EXECUTIVE OFFICER COMPENSATION</u>	<u>41</u>
<u>REPORT OF THE AUDIT COMMITTEE</u>	<u>51</u>
<u>RELATED PARTY TRANSACTIONS</u>	<u>52</u>
<u>SECTION 16 BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	<u>54</u>
<u>FEES PAID TO THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	<u>55</u>
<u>OTHER BUSINESS TO BE TRANSACTED</u>	<u>55</u>
<u>INCORPORATION BY REFERENCE</u>	<u>55</u>
<u>APPENDIX A: AMENDED AND RESTATED 2004 STOCK INCENTIVE PLAN</u>	

Table of Contents

**STATEMENTS REGARDING FORWARD-LOOKING INFORMATION**

This proxy statement contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements relate to the financial condition, results of operations, cash flows, financing plans, business strategies, capital and other expenditures, competitive positions, growth opportunities for existing products, plans and objectives of management and other matters. Statements in this document that are not historical facts are identified as forward-looking statements for the purpose of the safe harbor provided by Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and Section 27A of the Securities Act of 1933, as amended, or the Securities Act.

When we use the words "anticipate," "estimate," "project," "intend," "expect," "plan," "believe," "should," "likely" and similar expressions, we are making forward-looking statements. These forward-looking statements are found at various places throughout this proxy statement and any other documents we incorporate by reference in this proxy statement. We caution you not to place undue reliance on these forward-looking statements, which speak only as of the date they were made. We do not undertake any obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date of this proxy statement or to reflect the occurrence of unanticipated events.

These forward-looking statements, including statements relating to future business prospects, revenues, working capital, liquidity, capital needs and income, wherever they occur in this proxy statement, are estimates reflecting our best judgment. These forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. Forward-looking statements should, therefore, be considered in light of various important factors, including those set forth in this proxy statement and those discussed from time to time in our Securities and Exchange Commission, or SEC, reports, including our annual report on Form 10-K for the year ended November 30, 2013 filed with the SEC on February 13, 2014 and our subsequently filed quarterly reports on Form 10-Q. You should read and consider carefully the information about these and other risks set forth under the caption "Risk Factors" in such filings.

As used in this proxy statement, the terms "we," "us," "our," "Joe's," and "Joe's Jeans" refer to Joe's Jeans Inc. and our subsidiaries and affiliates, unless the context indicates otherwise.

Table of Contents

**QUESTIONS AND ANSWERS  
ABOUT THE PROXY MATERIALS  
AND THE ANNUAL MEETING**

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

**Q:**  
**Why am I receiving these materials?**

**A:**  
The Board of Directors of Joe's, or our Board of Directors, is providing these proxy materials to you in connection with our annual meeting of stockholders, which will take place on Thursday, May 8, 2014. Our common stockholders are invited to attend the annual meeting and are entitled to and requested to vote on the proposals described in this proxy statement.

**Q:**  
**What information is contained in this proxy statement?**

**A:**  
The information included in this proxy statement relates to the proposals to be voted on at the annual meeting, the voting process, information including compensation concerning directors and our most highly paid executive officers, and certain other required information.

**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) To elect the eight director nominees named in this proxy statement to serve on the Board of Directors until the 2015 annual meeting of stockholders or until their respective successors are elected and qualified;

(2) To approve an amendment to our Seventh Amended and Restated Certificate of Incorporation to increase the amount of authorized shares of our common stock from 100 million to 120 million in order to permit the issuance of the common stock upon conversion of the convertible notes (the "*Buyer Notes*") issued in connection with our acquisition of Hudson Clothing Holdings, Inc., a Delaware corporation ("*Hudson*");

(3) To approve, under applicable NASDAQ Listing Rules, the issuance of common stock upon conversion of the Buyer Notes issued in connection with our acquisition of Hudson in excess of 19.99% of the common stock outstanding prior to such issuance;

(4) To approve an amendment to the Amended and Restated 2004 Stock Incentive Plan to increase the reservation of the total shares available for issuance to 11,825,000 shares of common stock;

(5) To conduct an advisory vote to approve named executive officer compensation;

(6) To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending November 30, 2014; and

(7) Such other business as may properly come before the annual meeting of stockholders or any adjournment or postponement thereof.

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

**A:**



Edgar Filing: JOE'S JEANS INC. - Form PRE 14A

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

**"FOR"** each of the eight director nominees to the Board of Directors named in this proxy statement;

Table of Contents

"FOR" the amendment to our Seventh Amended and Restated Certificate of Incorporation;

"FOR" the issuance of common stock upon the conversion of the Buyer Notes;

"FOR" the amendment to the Amended and Restated 2004 Stock Incentive Plan;

"FOR" the approval of the compensation of our Named Executive Officers as disclosed pursuant to Item 402(m) through (q) of Regulation S-K, including the compensation tables and narrative discussion; and

"FOR" the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending November 30, 2014.

**Q:**

**Why are we seeking stockholder approval of Proposals 2 and 3?**

**A:**

On September 30, 2013, we completed our acquisition of all of the outstanding equity interests in Hudson (the "*Acquisition*"), a designer and marketer of women's and men's premium branded denim apparel, for an aggregate purchase price consisting of approximately \$65.4 million in cash and approximately \$32.4 million in Buyer Notes (face amount). We also issued promissory notes, bearing no interest, for approximately \$1.2 million in aggregate principal amount payable on April 1, 2014 to certain optionholders of Hudson. Hudson represents approximately 40% of our consolidated assets as of November 30, 2013.

We are seeking stockholder approval of Proposal 2, because it is necessary to increase the amount of authorized common stock permitted to be issued under Seventh Amended and Restated Certificate of Incorporation in order to have a sufficient amount of common stock available to allow the issuance of common stock upon conversion of the Buyer Notes issued in connection with the Acquisition and to continue to have sufficient common stock available for other general corporate purposes on an ongoing basis, including the proposed increase in shares reserved under the Amended and Restated 2004 Stock Incentive Plan.

We are seeking stockholder approval of Proposal 3, because pursuant to the terms of the Buyer Notes, we have agreed to seek stockholder approval, under applicable NASDAQ Listing Rules, of the issuance of the common stock upon conversion of the Buyer Notes. Our common stock is listed on the NASDAQ Global Market and, as a result, we are subject to the NASDAQ's Listing Rules. The potential issuance of the shares of our common stock upon conversion of the Buyer Notes may implicate certain of the NASDAQ listing standards requiring prior stockholder approval in order to maintain our listing on the NASDAQ Global Market, including the following:

NASDAQ Listing Rule 5635(a) requires stockholder approval prior to the issuance of securities in connection with the acquisition of another company if such securities are not issued in a public offering and (A) have, or will have upon issuance, voting power equal to or in excess of 20% of the voting power outstanding before the issuance of common stock (or securities convertible into or exercisable for common stock); or (B) the number of shares of common stock to be issued is or will be equal to or in excess of 20% of the number of shares of common stock outstanding before the issuance of the stock or securities.

NASDAQ Listing Rule 5635(b) requires stockholder approval when any issuance or potential issuance will result in a "change of control" of the issuer (which may be deemed to occur if after a transaction a single investor or affiliated investor group acquires, or has the right to acquire, as little as 20% of the common stock (or securities convertible into or exercisable for common stock) or voting power of an issuer and such ownership would be the largest ownership position of the issuer)

Assuming we elect to convert all of the Buyer Notes into shares of common stock, the issuance of common stock upon the conversion of certain Buyer Notes may be deemed to result in a group of



Table of Contents

certain holders of Buyer Notes acquiring more than 20% of our shares of common stock. Accordingly, we are seeking the stockholders approval on any "change in control" as used in Rule 5635(b) in the event that the potential issuance of our common stock upon conversion of the Buyer Notes as proposed as in Proposal 3 would be deemed to be a "change in control" for purposes of Rule 5635(b). Stockholders should note that a "change of control" as described under Rule 5635(b) applies only with respect to the application of such rule, and does not constitute a "change of control" for purposes of Delaware law, our organizational documents, or any other purpose.

In order to comply with applicable NASDAQ Listing Rules, the Buyer Notes were issued with limited conversion rights. Until our stockholders approve Proposal 3, the Buyer Notes may not be converted into shares of our common stock in excess of an exchange cap, subject to adjustment for any stock splits, reverse stock splits or similar events affecting the common stock (the "**Exchange Cap**"), which as of the issuance date of the Buyer Notes was 13,628,159 shares of common stock.

**Q:**  
**What are the terms of the Buyer Notes?**

**A:**  
The Buyer Notes were issued with different interest rates and conversion features for Hudson's management stockholders and Fireman Capital CPF Hudson Co-Invest LP, a Delaware limited partnership ("**Fireman**"), respectively. Interest on the convertible notes will be paid in a combination of cash and additional notes ("**PIK Notes**").

Buyer Notes in an aggregate principal amount of approximately \$22.9 million (face amount) were issued to Hudson's management stockholders (the "**Management Notes**"). The Management Notes are structurally and contractually subordinated to our senior debt and mature on March 31, 2019. The Management Notes accrue interest quarterly on the outstanding principal amount (i) from September 30, 2013 until the earlier to occur of the date of conversion of the notes or November 30, 2014 at a rate of 10% per annum, which will be payable 7.68% in cash and 2.32% in PIK Notes ("**PIK Interest**"), (ii) from December 1, 2014 until the earlier to occur of the date of conversion of the notes or September 30, 2016 at a rate of 10% per annum, which interest will payable in cash, and (iii) from October 1, 2016 until the earlier to occur of the date of conversion of the notes or the date such principal amount is paid in full at a rate of 10.928% per annum, which interest will be payable in cash. Payment of interest at the cash pay rate under clause (ii) or (iii), as applicable, for any payment date will be subject to satisfaction of the following conditions: (i) the issuance of the financial statements of our company and our consolidated subsidiaries for the fiscal quarter ending November 30, 2014 and for each fiscal quarter occurring thereafter, (ii) the "Leverage Ratio" (as defined in our term loan credit agreement) as of the most recently ended fiscal quarter is less than 3.21x to 1.00 and (iii) the "Excess Availability" (as defined in our term loan credit agreement) as of such date shall not be less than \$18,000,000 (which Excess Availability may be comprised of up to \$4,000,000 in "Unrestricted Cash" (as defined in our term loan credit agreement)). If such conditions are not satisfied as of any interest payment date, then the cash component of such interest payment will be payable 7.68% in cash and the remainder will be payable in PIK Interest. The Management Notes become convertible by each of the holders beginning September 30, 2015 and ending March 31, 2019, into shares of our common stock, cash, or a combination of cash and common stock, at our election.

The approximately \$9.6 million (face amount) in aggregate principal amount of Buyer Notes issued to Fireman (the "**Fireman Note**") are structurally and contractually subordinated to Company's senior debt and mature on March 31, 2019. The Fireman Note accrues interest quarterly on the outstanding principal amount (i) from September 30, 2013 until the earlier to occur of the date of conversion of the notes or November 30, 2014 at a rate of 6.5% per annum, which will be payable 3.0% in cash and 3.5% in PIK Interest, (ii) from December 1, 2014 until the earlier to occur of the date of conversion of the notes or September 30, 2016 at a rate of 6.5% per annum, which

Table of Contents

interest will payable in cash, and (iii) from October 1, 2016 until the earlier to occur of the date of conversion of the notes or the date such principal amount is paid in full at a rate of 7.0% per annum, which interest will be payable in cash. Payment of interest at the cash pay rate under clause (ii) or (iii), as applicable, for any payment date will be subject to satisfaction of the following conditions: (i) the issuance of the financial statements of our company and our consolidated subsidiaries for the fiscal quarter ending November 30, 2014 and for each fiscal quarter occurring thereafter, (ii) the "Leverage Ratio" (as defined in our term loan credit agreement) as of the most recently ended fiscal quarter is less than 3.00x to 1.00 and (iii) the "Excess Availability" (as defined in our term loan credit agreement) as of such date shall not be less than \$18,000,000 (which Excess Availability may be comprised of up to \$4,000,000 in "Unrestricted Cash" (as defined in our term loan credit agreement)). If such conditions are not satisfied as of any interest payment date, then the cash component of such interest payment will be payable 3.0% in cash and the remainder shall be payable in PIK Interest. The Firemen Note will become convertible by the holder October 1, 2014 and ending March 31, 2019, into shares of common stock, cash, or a combination of cash and common stock, at our election.

Subject to receipt of Joe's stockholders' approval of Proposal 3 pursuant to the NASDAQ Listing Rules, if Joe elects to issue only shares of common stock upon conversion of the Buyer Notes, each of the Buyer Notes would be convertible, in whole but not in part, at a conversion price of \$1.78 per share, subject to certain adjustments that are typical for convertible notes of this type, into approximately 18.2 million shares of common stock. The Fireman Note may be converted at its sole election and the Management Notes may be converted at either a majority of the holders' election or individually, depending on the holder. Prior to receipt of stockholder approval of Proposal 3, the conversion rights will be limited to approximately 13.6 million shares of common stock. If we elect to pay cash with respect to a conversion of the Buyer Notes, the amount of cash to be paid per share shall equal (a) the number of shares of common stock issuable upon such conversion multiplied by (b) the average of the closing prices for the common stock over the 20 trading day period immediately preceding the notice of conversion. We will have the right to prepay all or any portion of the principal amount of the Buyer Notes at any time by paying 103% of the principal amount of the portion of any Management Notes subject to prepayment or 100% of the principal amount of the portion of the Fireman Note subject to prepayment.

The Buyer Notes are expressly junior and subordinated in right of payment to all amounts due and owing upon any indebtedness outstanding under our revolving credit facility and term loan facility.

On September 30, 2013, we entered into a registration rights agreement with the holders of the Buyer Notes (the "**Registration Rights Agreement**"). Pursuant to the Registration Rights Agreement, at any time following the 20 month anniversary of the date of the Registration Rights Agreement (or, in the case of Fireman, the 10 month anniversary of the date of the Registration Rights Agreement), any holder or group of holders that, together with its or their affiliates (collectively, a "**Demanding Stockholder**") holds more than 20% of the shares issued or issuable pursuant to the Buyer Notes (the "**Registrable Shares**") will have the right to require us to prepare and file a registration statement on Form S-1 or S-3 or any similar form or successor to such forms under the Securities Act, or any other appropriate form under the Securities Act or the Exchange Act for the resale of all or part of its Registrable Shares. The Demanding Stockholders will collectively have the right to require up to two registration statements on Form S-1 and an unlimited number of registration statements on Form S-3. Additionally, the Registration Rights Agreement allows for piggy back registration rights, subject to certain limitations as described therein, which allows each holder of Registrable Shares to participate in the registration statement each time we or another holder of Registrable Shares proposes to conduct a sale of its common stock to the public.

Table of Contents

The foregoing descriptions of the Buyer Notes, the Registration Rights Agreement and the Voting Letters, do not purport to be complete and are subject to, and qualified, in their entirety by, the full text of the form of the Buyer Notes, which was included as Exhibit 4.1 to our Current Report on Form 8-K filed on October 4, 2013, the Registration Rights Agreement, which was included as Exhibit 10.1 to our Current Report on Form 8-K filed on October 4, 2013, and the Form of Voting Letters, which was included as Exhibit 10.2 to our Current Report on Form 8-K filed on October 4, 2013, each of which is incorporated herein by reference.

**Q:**  
**Are holders of the Buyer Notes eligible to vote on Proposals 2 and 3?**

**A:**  
No. Holders of the Buyer Notes are not eligible to vote on Proposals 2 and 3, unless such holders otherwise hold shares of our common stock that are eligible to vote at the annual meeting.

**Q:**  
**Have any of our stockholders agreed to vote in favor of Proposals 2 and 3?**

**A:**  
Yes, as previously disclosed, certain stockholders of the company holding approximately 23% of our Company's voting power, have each entered into a letter solely between such stockholder and our company (the "**Voting Letters**") to vote in favor of authorizing us to issue, at our election, the maximum amount of shares of Common Stock upon conversion of the Buyer Notes, the approval of an amendment to our Certificate of Incorporation to increase the amount of authorized shares of Common Stock in an amount sufficient to permit the issuance of the Common Stock upon conversion of all Buyers Notes and the approval of any other matters related to the Acquisition. Each of the Voting Letters is substantially the same. We do not know how any other significant stockholders intend to vote their shares at the annual meeting.

**Q:**  
**What effect will the failure to approve Proposals 2 and 3 have on the Acquisition?**

**A:**  
None. The Acquisition was completed on September 30, 2013.

**Q:**  
**Did Joe's incur indebtedness in connection with the Acquisition and will the outcome of the votes on Proposals 2 and 3 impact Joe's need for additional indebtedness?**

**A:**  
We incurred substantial indebtedness to finance the acquisition of Hudson, including approximately \$32.4 million (face amount) in the aggregate principal amount of Buyer Notes, a \$50 million revolving credit facility and a \$60 million term loan facility. In addition, Hudson is now a borrower and/or credit party under these financing facilities. In connection with these agreements, we have certain restrictions on our ability and our subsidiaries' ability, to create or incur indebtedness; create liens; consolidate, merge, liquidate or dissolve; sell, lease or otherwise transfer any of its assets; substantially change the nature of its business; make investments or acquisitions; pay dividends; enter into transactions with affiliates; amend material documents, prepay certain indebtedness and make capital expenditures with certain exceptions. In addition, all of our assets, including our trademarks, are pledged as collateral under the loans. The increased indebtedness may make us more vulnerable to general adverse economic and industry conditions. The increased indebtedness will also increase borrowing costs and the covenants in the agreements may also limit our ability to obtain additional financing to fund working capital, capital expenditures, acquisitions or general corporate requirements. We will also be required to dedicate a larger portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow for other purposes, including working capital, capital expenditures and general corporate purposes.

If Proposals 2 and 3 are not approved, upon the conversion of the Buyer Notes, we may need to incur additional indebtedness to settle the conversion in cash or a combination of cash and stock since we can only issue shares up to the Exchange Cap. To the extent that Proposal 3 is not

Table of Contents

approved, pursuant to the Buyer Notes, we are required to use our commercially reasonable efforts to explore raising additional indebtedness or other financing, refinancing of our senior debt, or obtaining waivers from the holders of our senior debt to allow Joe's to convert the Buyer Notes and fulfill in cash any conversion obligations not paid in shares of our common stock, subject to approval of the Board of Directors. Our ability to obtain financing on reasonable terms will depend on our future operating performance and financial results, and will be subject, in part, to factors beyond our control, including interest rates and general economic, financial and business conditions. Any additional required financing will increase our substantial indebtedness and likely result in further restrictions and consequences as described above. If we are unable to obtain the necessary financing we may default on the Buyer Notes which may have a material adverse effect on Joe's. For a further discussion of the impacts of failing to approve Proposals 2 and 3, see the disclosure included below under the headings "What if our stockholders do not approve Proposal 2?", "What if our stockholders approve Proposal 2, but do not approve Proposal 3?", "What if our stockholders do not approve Proposal 3?", and "What if our stockholders approve Proposal 3, but do not approve Proposal 2?" We encourage you to read the risk factor entitled "We incurred substantial indebtedness to finance the acquisition of Hudson and are subject to compliance with those financing agreements, which may decrease business flexibility and adversely affect financial results" contained in our Annual Report on Form 10-K for the year ended November 30, 2013, filed on February 13, 2014 (the "**2013 Annual Report**"), which is incorporated by reference into this proxy statement and a copy of which is being mailed with this proxy statement.

**Q: Where can I find more financial and other information regarding Hudson and the Acquisition?**

**A:** Certain historical financial statements of Hudson and pro forma condensed combined financial statements of Joe's together with Hudson as of and for the nine months ended August 31, 2013 and for the fiscal year ended November 30, 2012 (collectively, the "**Hudson Financials**") were filed as exhibits to Amendment No .1 to our Current Report on Form 8-K/A filed on December 6, 2013 (the "**Hudson 8-K/A**"). In addition, our 2013 Annual Report contains additional financial information, disclosure and analysis regarding the Acquisition of Hudson and its impact on our Company. The Hudson 8-K/A and 2013 Annual Report are incorporated by reference into this proxy statement and a copy of the Hudson Financials and 2013 Annual Report are being mailed with this proxy statement.

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

**A:** Each share of our common stock issued and outstanding as of the close of business on March 14, 2014, or 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 \_\_\_\_\_ shares of common stock issued and outstanding and \_\_\_\_\_ common stockholders of record.

**Q: What is the difference between holding shares as a common stockholder of record 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.

Table of Contents

**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.

**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 Joe's common stockholder of record 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 March 14, 2014, 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 proxy statement. 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



Table of Contents

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.

**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.

Table of Contents

**Q:** **How are 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."** If you **"ABSTAIN,"** the abstention has the same effect as a vote **"AGAINST"** the proposal. If you provide specific instructions with regard to certain items, your shares will be voted as you instruct on such items.

**Q:** **What happens if I 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 proxyholder will vote your shares in the manner recommended by our Board of Directors on all matters presented in this proxy statement, and, with respect to any other matters that properly come before the annual meeting, as the proxyholder 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 Proposals 1 through 5 because each proposal is a non-routine matter, but may vote your shares without your instructions with respect to Proposal 6 (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:** For Proposal 1, regarding the election of directors, the eight nominees receiving a plurality of **"FOR"** votes at the annual meeting will be elected. However, pursuant to our Corporate Governance Guidelines, any incumbent director that receives a greater number of **"WITHHELD"** votes than **"FOR"** votes in an uncontested election shall tender his or her resignation. If you hold shares beneficially in street name and do not provide your broker with voting instructions, your shares may constitute "broker non-votes." Generally, broker non-votes occur on a matter when a broker has not received voting instructions from the beneficial owner of shares held in street name, and the broker does not have or declines to exercise discretionary authority to vote those shares. Brokers may not vote shares on Proposals 1 through 5 without instructions from the beneficial owner of such shares. If the broker is not instructed with respect to Proposals 1 through 5, the shares will constitute broker non-votes.

Proposal 2 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 Proposal 2.

Proposals 3, 4, 5 and 6 require the affirmative **"FOR"** vote of a majority of those shares present in person or represented by proxy and entitled to vote on those proposals at the annual meeting. In tabulating the voting results for Proposals 3, 4 and 5, shares that constitute broker non-votes are not considered entitled to vote on such proposals. Thus, broker non-votes will not be counted in the vote total and will have no effect on the vote. Brokers have the discretion to vote your shares



Table of Contents

with respect to Proposal 6 because it is a routine matter. Abstentions have the same effect as votes against Proposals 3, 4, 5 and 6.

In addition, in order to satisfy NASDAQ's shareholder approval requirements for Proposals 3 and 4, a majority of the total votes cast on Proposals 3 and 4 must be voted in favor of such proposals. Under NASDAQ rules, abstentions are treated as votes cast, but broker non-votes are not. Therefore, abstentions will have the effect of a vote against Proposals 3 and 4, but broker non-votes will have no effect on the outcome of that proposal for purposes of the NASDAQ shareholder approval requirements.

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

**A:**  
Other than the proposals described in this proxy statement, 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 proxyholder, Marc Crossman, 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 proxyholder 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 proxy statement 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 may hire a proxy solicitation firm such as Alliance Advisors LLC to solicit proxies by personal interviews, telephone, telegram or otherwise. If we hire them, we expect to pay to them an initial fee of approximately \$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, 2013 Annual Report and the Hudson Financials on the Internet?**

**A:**  
The Notice of Annual Meeting, Proxy Statement, 2013 Annual Report, Hudson Financials and any other materials made available by Joe's are or will be, as the case may be, available at <http://www.joesjeans.com/2014proxy>.

**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.

Table of Contents

**Q: Where can I obtain a copy of Joe's Annual Report on Form 10-K for the year ended November 30, 2013?**

**A:** A copy of our Annual Report on Form 10-K for the year ended November 30, 2013 and the Hudson Financials are being mailed with this proxy statement and are available at <http://www.joesjeans.com/2014proxy>.

**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 proxy statement and its attachments. If requested by phone or in writing, we will promptly provide a separate copy of the proxy statement 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 propose actions for consideration at next year's annual meeting of stockholders?**

**A:** You may submit proposals, including director nominations, for consideration at future common stockholder meetings. We expect to hold our 2015 annual meeting of stockholders in or around May of 2015. Our common stockholders may submit proposals that they believe should be voted upon at the 2015 annual meeting consistent with regulations of the SEC and our bylaws.

Pursuant to Rule 14a-8 under the Exchange Act, some stockholder proposals may be eligible for inclusion in our 2015 proxy statement. Any such stockholder proposals must be submitted in writing to and received by the Corporate Secretary of Joe's at 2340 South Eastern Avenue, Commerce, California 90040 no later than \_\_\_\_\_, 2014. The submission of a stockholder proposal does not guarantee that it will be included in our proxy statement.

With respect to any stockholder proposal not submitted pursuant to SEC Rule 14a-8 under the Exchange Act in connection with the 2015 Annual Meeting of Stockholders, the proxy submitted or such meeting will confer discretionary authority to vote on such proposals unless we are notified of such proposal no later than \_\_\_\_\_, 2015 and the proponent complies with the other requirements set forth in SEC Rule 14a-4(c) under the Exchange Act.

**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](mailto: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](http://www.joesjeans.com) under our Investor Relations heading.

Table of Contents

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

**A:**           Stockholders may recommend candidates for consideration by the Board of Directors' Nominating and Governance Committee by providing written notice to Joe's Jeans Inc., c/o Office of Corporate Secretary, 2340 South Eastern Avenue, Commerce, California 90040. The written notice must provide the candidate's name, age, business and residence addresses, biographical data, including principal occupation, qualifications, the number and class of our shares, if any, beneficially owned by the candidate, and all other information regarding candidates required by Section 14 of the Exchange Act, and the rules and regulations promulgated thereunder. A written statement from the candidate consenting to be named as a candidate and, if nominated and elected, to serve as a director should accompany any stockholder recommendation. Any stockholder who wishes to recommend a nominee for election as a director must also provide his, her or its name and address, the number and class of shares beneficially owned by the stockholder, a description of all arrangements or understandings relating to the nomination among the stockholder making the nomination, the proposed nominee and any other person or persons (including their names), and all other information regarding the stockholder required by Section 14 of the Exchange Act, the rules and regulations promulgated thereunder and our Seventh Amended and Restated Certificate of Incorporation, as may be amended from time to time, and Amended and Restated Bylaws.

Table of Contents

**JOE'S JEANS INC.**  
**2340 SOUTH EASTERN AVENUE**  
**COMMERCE, CALIFORNIA 90040**

**PROXY STATEMENT**

**ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON THURSDAY,  
MAY 8, 2014**

**PROPOSAL 1**

**ELECTION OF DIRECTORS**

Our bylaws provide that our Board of Directors will consist of not less than three directors, with the exact number of directors (subject to such minimum and any range of size established by our common stockholders) to be determined by resolution of our Board of Directors. Currently, the number of directors has been set at eight. At our annual meeting, eight directors will be elected to serve until the 2015 annual meeting of stockholders or until their respective successors are elected and qualified. Our Board of Directors' nominees for election are set forth below.

**Q:**  
**What is the vote required to approve Proposal 1?**

**A:**  
Our Board of Directors will be elected by a plurality vote. However, pursuant to our Corporate Governance Guidelines, any incumbent director that receives a greater number of "**WITHHELD**" votes than "**FOR**" votes in an uncontested election shall tender his or her resignation. Unless otherwise instructed on the proxy, properly executed proxies will be voted for the election of all of the director nominees set forth below. Our Board of Directors believes that all such nominees will stand for election and will serve if elected. However, if any of the persons nominated by the Board of Directors fails to stand for election or is unable to accept election, proxies will be voted by the proxy holder for the election of such other person or persons as the Board of Directors may recommend.

**Q:**  
**What information is provided with respect to nominees to the Board of Directors?**

**A:**  
The following table sets forth information regarding our eight nominees to our Board of Directors:

Name	Age	Position	Year First Elected Director
Samuel J. (Sam) Furrow(1)(3)	72	Chairman of the Board of Directors	1998
Marc B. Crossman	42	Chief Executive Officer, President, and Director	1999
Joe Dahan	46	Creative Director and Director	2007
Joanne Calabrese(2)(3)	55	Director	2012
Kelly Hoffman(1)(2)(3)	55	Director	2004
Peter Kim	43	Director	(4)
Suhail R. Rizvi	48	Director	2003
Kent Savage(1)(2)	52	Director	2003

(1) Member of the Audit Committee

(2) Member of the Compensation and Stock Option Committee

(3)

Member of the Nominating and Governance Committee



Table of Contents

(4) The Board of Directors appointed Mr. Kim as a member at the effective time of the Acquisition on September 30, 2013.

**Q: What is the business experience, key attributes and skills of the nominees for election to our Board of Directors?**

**A:** The business experience of our nominees for election to our Board of Directors is as follows:

**Samuel J. (Sam) Furrow** has served as Chairman of our Board of Directors since October 1998. Mr. Furrow became a member of our Board of Directors in April 1998 and served as our Chief Executive Officer from October 1998 until December 2000. Mr. Furrow also has been Chairman of the Board of Furrow Auction Company, a real estate and equipment sales company with its headquarters in Knoxville, Tennessee, since April 1968; Chairman of Furrow Justice Machinery Corporation, a six-branch industrial and construction equipment dealer, since 1983; owner of Knoxville Motor Company Mercedes Benz and Land Rover of Knoxville since December 1980 and July 1997, respectively. Mr. Furrow received his undergraduate and J.D. degrees from the University of Tennessee. Due to Mr. Furrow's extensive background as a business owner and operator, he brings substantial business experience and leadership to the Board of Directors, as well as offering advice and guidance to our management team.

**Marc B. Crossman** has served as our Chief Executive Officer since January 2006, our President since September 2004 and a member of our Board of Directors since January 1999. From March 2003 until August 2007, Mr. Crossman served as our Chief Financial Officer. From January 1999 until March 2003, Mr. Crossman served as a Vice President and Equity Analyst with J.P. Morgan Securities Inc. From September 1997 until January 1999, Mr. Crossman served as a Vice President and Equity Analyst with CIBC Oppenheimer Corporation. Mr. Crossman received his B.S. degree in Mathematics from Vanderbilt University. With Mr. Crossman's background as an equity analyst, his tenure with the Company and a member of the Board of Directors since 1999, Mr. Crossman provides strategic guidance and experience for all aspects of our operations, including our capital and strategic matters.

**Joe Dahan** has served as the president and head designer for our Joe's Jeans subsidiary since its formation in February 2001, and as Creative Director and a member of our Board of Directors since October 2007. Mr. Dahan is responsible for the design, development and marketing of Joe's products. From 1996 until 2001, Mr. Dahan was the head designer for Azteca Production International, Inc., or Azteca, where he was responsible for the design, development and merchandising of product lines developed by Azteca, a manufacturer of branded and private label denim products. From 1989 until 1996, Mr. Dahan was engaged in the design and development of apparel products for a company of which he was an owner and operator. Mr. Dahan's significant experience in the apparel industry brings expertise related to the creative and strategic direction of our brand from season to season and our operational matters.

**Joanne Calabrese** has served as a member of our Board of Directors