

CHEROKEE INC  
Form SC 13G/A  
January 29, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

**(Amendment No. 2)\***

**Cherokee Inc.**  
(Name of Issuer)

**Common Stock, \$0.02 par value**  
(Title of Class of Securities)

**16444H102**

(CUSIP Number)

**December 31, 2013**

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* 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 (however, see the Notes).

CUSIP NO. 16444H102

names of  
Reporting  
Persons

1.

Park Circle  
Company

2.

check (a)   
the  
appropriate  
box if a  
member(b)  x  
of a  
group  
sec use only

3.

4.

citizenship or  
place of  
organization

Maryland  
sole voting  
power

**NUMBER OF**

342,531

**SHARES**

shared

**BENEFICIALLY  
OWNED BY**

voting  
power

**EACH  
REPORTING  
PERSON**

sole  
dispositive  
power

**WITH**

342,531  
shared  
dispositive  
power

9. aggregate amount  
beneficially  
owned by each  
reporting person

10. 342,531  
check if  
the  
aggregate  
amount  
in row (9)  
(9)

11. excludes  
certain  
shares  
percent of class  
represented by  
amount in row (9)

12. 4.1% (1)  
type of Reporting  
Person

CO

(1) Based on 8,403,500 shares of the Issuer's Common Stock outstanding as of December 6, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 2, 2013, filed on December 12, 2013.

CUSIP NO. 16444H102

names of  
Reporting  
Persons

1.

The Westminster  
Company

2.

check (a)   
the  
appropriate  
box if a  
member(b)  x  
of a  
group  
sec use only

3.

4.

citizenship or  
place of  
organization

Maryland  
sole voting  
power

**NUMBER OF**

30,000

**SHARES**

shared

**BENEFICIALLY  
OWNED BY**

voting  
power

**EACH  
REPORTING  
PERSON**

sole  
dispositive  
power

**WITH**

30,000  
shared  
dispositive  
power

9. aggregate amount  
beneficially  
owned by each  
reporting person

10. 30,000  
check if  
the  
aggregate  
amount  
in row (9)  
(9)

11. excludes  
certain  
shares  
percent of class  
represented by  
amount in row (9)

12. 0.4% (1)  
type of Reporting  
Person

CO

(1) Based on 8,403,500 shares of the Issuer's Common Stock outstanding as of December 6, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 2, 2013, filed on December 12, 2013.

CUSIP NO. 16444H102

names of  
Reporting  
Persons

1.

Jeffrey A. Legum

2.

check (a)   
the  
appropriate  
box if a  
member(b)  x  
of a  
group  
sec use only

3.

4.

citizenship or  
place of  
organization

United States  
sole voting  
5. power

NUMBER OF

111,600

SHARES

shared

BENEFICIALLY

voting

OWNED BY

6. power

EACH  
REPORTING  
PERSON

sole  
dispositive  
7. power

WITH

111,600  
shared  
dispositive  
8. power

9. aggregate amount  
beneficially  
owned by each  
reporting person

111,600  
check if  
the  
aggregate  
amount  
10. in row (9)  
(9)

excludes  
certain  
shares  
percent of class  
represented by  
11. amount in row (9)

1.3% (1)  
type of Reporting  
12. Person

IN

(1) Based on 8,403,500 shares of the Issuer's Common Stock outstanding as of December 6, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 2, 2013, filed on December 12, 2013.



**Item 1.**

**(a) Name of Issuer:**

Cherokee Inc.

**(b) Address of Issuer's Principal Executive Offices:**

5990 Sepulveda Boulevard, Sherman Oaks, California 91411

**Item 2.**

**(a) Name of Person Filing:**

This statement is being filed jointly by: (1) Park Circle Company, a Maryland corporation; (2) The Westminster Company, a Maryland corporation; and (3) Jeffrey A. Legum. The two corporations and Mr. Legum are collectively identified hereinafter as the "Reporting Persons."

**(b) Address of Principal Business Office or, if None, Residence:**

The address of the Reporting Persons is: 1829 Reisterstown Road, Suite 140, Baltimore, Maryland 21208.

**(c) Citizenship:**

Each of the corporations is incorporated in the state of Maryland and Mr. Legum is a U.S. citizen.

**(d) Title of Class of Securities:**

Common Stock, par value \$0.02 per share.

**(e) CUSIP Number:**

16444H102

**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);

If filing as a non-US institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_;

- (k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

Not applicable.

**Item 4. Ownership.**

- (a) Amount beneficially owned:

484,131 shares

- (b) Percent of class:

5.8% (1)

- (c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote:

Park Circle Company: 342,531 (2)

The Westminster Company: 30,000 (2)

Jeffrey A. Legum 111,600

(ii) Shared power to vote or to direct the vote:

n/a

(iii) Sole power to dispose or to direct the disposition of:

Park Circle Company: 342,531 (2)

The Westminster Company: 30,000 (2)

Jeffrey A. Legum 111,600

(iv) Shared power to dispose or to direct the disposition of:

n/a

Based on 8,403,500 shares of the Issuer's Common Stock outstanding as of December 6, 2013, as reported in the (1) Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 2, 2013, filed on December 12, 2013.

Mr. Legum has investment and voting control of Park Circle Company and The Westminster Company and has (2) voting and dispositive power over the shares of the Issuer held by each company. The Reporting Persons disclaim the existence of a "group" for purposes of Regulation 13D.

**Item 5. Ownership of Five Percent or Less of a Class.**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

See Exhibit 99.1. The filing persons disclaim that they are a “group.”

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certifications.**

Not applicable.

**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.

Date: January 29, 2014

**PARK CIRCLE COMPANY**

By: /s/ Jeffrey A. Legum  
JEFFREY A. LEGUM, President

**THE WESTMINSTER COMPANY**

By: /s/ Jeffrey A. Legum  
JEFFREY A. LEGUM, President

/s/ Jeffrey A. Legum  
JEFFREY A. LEGUM

**EXHIBITS**

**99.1** Joint Filing Agreement.

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