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TARRANT APPAREL GROUP

Form 8-K

August 10, 2007

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): August 9, 2007

TARRANT APPAREL GROUP  
(Exact Name of Registrant as Specified in Charter)

CALIFORNIA (State or Other Jurisdiction of Incorporation)	0-26006 (Commission File Number)	95-4181026 (I.R.S. Employer Identification No.)
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3151 EAST WASHINGTON BOULEVARD  
LOS ANGELES, CALIFORNIA 90023  
(Address of Principal Executive Offices) (Zip Code)

(323) 780-8250  
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

Effective as of August 9, 2007, our Board of Directors amended Sections

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2.07(a) and 2.08 of Article II of Tarrant Apparel Group's Restated Bylaws to provide for the issuance, recordation and transfer of uncertificated shares. Section 2.07(a) and 2.08 of Article II of our Bylaws previously only contemplated the issuance, recordation and transfer of certificated shares.

The full text of our Bylaws, as amended, is filed as an exhibit to this report.

### ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements of business acquired.

None.

(b) Pro forma Financial Information.

None.

(c) Shell company transactions.

None

(d) Exhibits.

3.2 Restated Bylaws. (Incorporated by Reference to the Registrant's Registration Statement on Form S-1 filed on May 4, 1995.)

3.3 Amendment to Restated Bylaws of Tarrant Apparel Group, dated August 9, 2007.

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### SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TARRANT APPAREL GROUP

Date: August 9, 2007

By: /s/ David Burke

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David Burke, Chief Financial Officer

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