

JOE'S JEANS INC.  
Form S-8  
November 18, 2009

As filed with the Securities and Exchange Commission on November 18, 2009

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**

**Registration Statement under the Securities Act of 1933**

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**JOE S JEANS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or  
organization)

**11-2928178**  
(I.R.S. employer identification number)

**5901 South Eastern Avenue**

**Commerce, CA 90040**

(Address, including zip code, of principal executive offices)

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**Joe s Jeans Inc.**

**2004 Stock Incentive Plan**

(Full title of the plan)

**Marc B. Crossman**

**Chief Executive Officer**

**Joe s Jeans Inc.**

**5901 South Eastern Avenue**

**Commerce, CA 90040**

**(323) 837-3700**

(Name, address and telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.10 per share	4,000,000 shares <sup>(1)</sup>	\$ 1.29 <sup>(2)</sup>	\$ 5,160,000 <sup>(2)</sup>	\$ 287.93

(1) Issuable upon stock awards to be granted or upon exercise of options granted or to be granted under the Joe s Jeans Inc. 2004 Stock Incentive Plan, or the Plan. Pursuant to Rule 416(a), this Registration Statement on Form S-8, or this Registration Statement, shall cover such additional securities as may be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Pursuant to Rule 457(c) and (h)(1), the Proposed Maximum Offering Price Per Share and the Proposed Maximum Aggregate Offering Price for stock awards and options that may be issued under the Plan to acquire up to 4,000,000 shares of common stock, par value \$0.10 per share, or Common Stock, are estimated solely for purposes of calculating the registration fee and are based on the average of the high and low prices of Joe s Jeans Inc. s Common Stock of \$1.29 per share as quoted on the NASDAQ Capital Market for November 17, 2009.

**INCORPORATION OF PREVIOUS REGISTRATION STATEMENTS**

Pursuant to General Instruction E of Form S-8, this Registration Statement is filed solely to register an additional 4,000,000 shares of Common Stock of the Plan. Shares of Common Stock were previously registered for issuance under the Plan on Form S-8 Registration No. 333-117755 filed with the Securities and Exchange Commission on or about July 29, 2004, Form S-8 Registration No. 333-126544 filed with the Securities and Exchange Commission on or about July 12, 2005 and Form S-8 Registration No. 333-146740 filed with the Securities and Exchange Commission on or about October 16, 2007. Pursuant to General Instruction E and except as set forth below, the contents of the Registrant's Form S-8 Registration Statements No. 333-117755, 333-126544 and 333-146740 are incorporated herein by reference.

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 5. Interests of Named Experts and Counsel.**

An opinion stating that the Common Stock registered under this Registration Statement, when issued in accordance with the provisions of the Plan, will be valid and binding obligations of Joe's Jeans Inc., was rendered on November 18, 2009, by Lori Nembirkow, Esq., SVP, Legal & Compliance of the Company. Ms. Nembirkow beneficially owns 23,783 shares of common stock held for her personal account, has a right to receive 294,034 shares under restricted stock unit agreements and options to purchase 25,000 (including shares exercisable within 60 days of the date of this Registration Statement) of our common stock pursuant to the Plan and is otherwise eligible to receive stock awards and options under the Plan.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
4.1	Seventh Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed on October 15, 2007)
4.2	Amended and Restated Bylaws (incorporated by reference to Exhibit 4.2 to the Registration Statement on Form S-8, File No. 33-71576, filed on November 12, 1993)
5	Opinion of Lori Nembirkow, Esq.*
23.1	Consent of Lori Nembirkow, Esq. (included in Exhibit 5 hereto)
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm*
24	Power of Attorney (included in the signature page of this Registration Statement)*
99	Joe's Jeans Inc. 2004 Stock Incentive Plan (incorporated by reference to the Proxy Statement filed on September 10, 2009)

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\* Filed herewith



**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Commerce, State of California, on the 18th day of November, 2009.

JOE S JEANS INC.

By: /s/ Marc B. Crossman  
Marc B. Crossman  
President and Chief Executive Officer  
(Principal Executive Officer)

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Marc B. Crossman as his true and lawful attorney-in-fact and agent with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done or by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ Marc B. Crossman Marc B. Crossman	President, Chief Executive Officer (Principal Executive Officer) and Director	November 18, 2009
/s/ Hamish Sandhu Hamish Sandhu	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	November 18, 2009
/s/Joseph M. Dahan Joseph M. Dahan	Creative Director and Director	November 18, 2009
/s/ Samuel J. Furrow	Chairman of the Board	November 18, 2009

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Samuel J. Furrow

and Director

/s/ Kelly Hoffman  
Kelly Hoffman

Director

November 18, 2009

/s/ Tom O Riordan  
Tom O Riordan

Director

November 18, 2009

/s/ Suhail Rizvi  
Suhail Rizvi

Director

November 18, 2009

/s/ Kent Savage  
Kent Savage

Director

November 18, 2009

**EXHIBIT INDEX**

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