
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) – May 26, 2005

TRUE RELIGION APPAREL, INC.
(Exact name of Registrant as specified in its Charter)

Nevada
(State or Other Jurisdiction of
Incorporation or Organization)

333-72802
(Commission File Number)

98-0352633
(I.R.S. Employer
Identification No.)

1525 Rio Vista Avenue, Los Angeles, CA
(Address of Principal Executive Offices)

90023
(Zip Code)

Registrant's telephone number, including area code: (323) 266-3072

Not Applicable
(Former Name or Former Address, if Changed since Last Report)

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))
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Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(b) On May 27, 2005, True Religion Apparel, Inc. (the “Company”) issued a news release to announce the resignation of Mark Saltzman as a member of the Company’s Board of Directors effective immediately. Mr. Saltzman will continue in his position as the Company’s Chief Operating Officer. The release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

(d) The same news release described in Item 5.02(b) also announced that Joseph Coulombe, G. Louis Graziadio, III, Robert L. Harris, II and Mark Maron had been appointed by the Company’s Board of Directors as directors of the Company effective immediately.

Messrs. Coulombe (Chairman), Graziadio and Harris have been appointed as members of the Company’s Audit Committee.

Messrs. Maron (Chairman), Graziadio and Harris have been appointed as members of the Company’s Compensation Committee.

Messrs. Harris (Chairman), Graziadio and Maron have been appointed as members of the Company’s Governance and Nominating Committee.

Mr. Coulombe has been engaged in independent management consulting as a since April 1995. Previously, he was employed in an executive capacity by several retailing and grocery businesses, and as an independent business consultant. From February 1995 to April 1995, Mr. Coulombe served as President and Chief Executive Officer of Sport Chalet, Inc., a sporting goods retailer. From February 1994 to January 1995, Mr. Coulombe served as Chief Executive Officer of Provigo Corp., a wholesale and retail grocer. Mr. Coulombe is the founder of Trader Joe’s, a specialty food grocery chain, and served as its Chief Executive Officer from 1957 to 1989. Mr. Coulombe also serves as a member of the Board of Directors of Cost Plus, Inc.

Mr. Graziadio has served as President of Second Southern Corp. since 1990. Second Southern is the managing partner of Ginarra Partners, L.L.C., a California company engaged in a wide range of investment activities and business ventures. He has also served as Chairman and Chief Executive Officer of Boss Holdings, Inc., which operates primarily in the work gloves and protective wear business, since 1999. Mr. Graziadio also serves as a member of the Board of Directors of Acacia Research Corporation.

Mr. Harris has served as President of Acacia Research Corporation since July 2000 and as a director since April 2000. Acacia Research is the holding company of two businesses, Acacia Technologies, which develops and licenses intellectual property to the electronics and media industries, and CombiMatrix Corporation, which develops and licenses technology for the life sciences industry. Mr. Harris was previously the President and Director of Entertainment Properties Trust from 1997 to July 2000. Mr. Harris also serves as a member of the Board of Directors of Peoples Choice Home Loan, Inc.

Mr. Maron has served as a Managing Director of investment banking in the Los Angeles office of Lehman Brothers, Inc. since 2000. Previously, Mr. Maron was with Credit Suisse First Boston Corporation from 1983 to 2000 where he was responsible for managing the firm’s western region investment banking effort and coverage of CSFB’s financial institutions in the western United States.

Item 8.01. Other Events.

(a) On May 26, 2005, the Company’s Board of Directors formed an Audit Committee, a Compensation Committee and a Governance and Nominating Committee and adopted charters for each of the committees.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Exhibit 99.1 – Press Release dated May 27, 2005 of the Registrant.

SIGNATURES

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.

TRUE RELIGION APPAREL, INC.

Date: May 30, 2005

By: /s/ Charles Lesser

Name: Charles Lesser

Title: Chief Financial Officer

EXHIBIT INDEX

**Exhibit
Number**

Description

99.1 Press Release dated May 27, 2005 of the Registrant.

NEWS RELEASE

TRUE RELIGION APPAREL INC.

For: True Religion Apparel Inc.

Contact: Investor Relations
Bill Zima
(203) 682-8200

True Religion Apparel Inc.
Charles Lesser, Chief Financial Officer
(323) 266-3072

**TRUE RELIGION APPAREL ANNOUNCES FOUR INDEPENDENT
ADDITIONS TO ITS BOARD OF DIRECTORS**

Los Angeles, California – May 27, 2005 – True Religion Apparel Inc. (OTCBB: TRLG) today announced four independent additions to the Company's Board of Directors. The appointments of the following individuals are effective immediately.

Joseph H. Coulombe is best known as the founder of Trader Joe's, a specialty grocery chain which he started in 1958 and ran for 30 years until 1988. From 1989 until 1995 Mr. Coulombe served in various interim managerial positions with Big Five Sporting Goods (Nasdaq: BGFV), Sports Chalet (Nasdaq: SPCH) and Thrifty Drug Stores. He has served as a member of the board of directors at several companies including Denny's Restaurants, Imperial Bancorp and Bristol Farms, which was purchased by Albertson's (NYSE:ABS). Mr. Coulombe is a current Board member of Cost Plus World Markets (NASDAQ: CPWM).

G. Louis Graziadio, III is the President of Second Southern Corporation, a California-based company involved in a wide range of investments and business ventures. Mr. Graziadio has broad experience in real estate development activities including planned residential communities, retail centers, commercial office buildings and industrial properties. Since 1996, Mr. Graziadio has served as Chairman and Chief Executive Officer of Boss Holdings, Inc. (OTCBB: BSHI), a distributor of work

gloves, industrial apparel, pet products, and ad specialty merchandise. From 1984 through 2000, he served as a director of Imperial Bancorp, a Los Angeles-based commercial bank acquired by Comerica Bank in 2001. Mr. Graziadio is a member of the Pepperdine University Board and serves on the Board of Visitors of Pepperdine University's Graziadio School of Business and Management.

Robert L. Harris, II has served as President of Acacia Research Corporation (NASDAQ: ACTG) since July 2000 and as a director since April 2000. Acacia Research is the holding company of two businesses, Acacia Technologies, which develops and licenses intellectual property to the electronics and media industries, and CombiMatrix Corporation, which develops and licenses technology for the life sciences industry. In 1996, Mr. Harris founded Entertainment Properties Trust, a publicly-traded company that purchases real estate from major entertainment companies and served as the Company's President and Director from 1997 to 2000. Prior to this role, Mr. Harris led the International Division and served as Senior Vice President of AMC Entertainment. Mr. Harris currently serves as a member of the Board of Directors of People's Choice Home Loan, Inc.

Mark Maron has served as a Managing Director of investment banking in the Los Angeles office of Lehman Brothers, Inc. since 2000. Previously, Mr. Maron was with Credit Suisse First Boston Corporation from 1983 to 2000 where he was responsible for managing the firm's western region investment banking effort and coverage of CSFB's financial institutions in the western United States.

Jeffrey Lubell, True Religion's President and Chief Executive Officer commented, "We are quite pleased to have these individuals serve as independent members on our Board of Directors. Their diverse backgrounds in the financial and consumer industries will provide True Religion with an appropriate level of leadership and strategic support as we continue to enhance our operational infrastructure and expand the True Religion brand, both in the U.S. and abroad. We look forward to the contributions of these talented individuals."

These new board members will join Jeffrey Lubell, True Religion Apparel's President and Chief Executive Officer and Kymberly Gold-Lubell, Vice President, on the Company's Board of Directors. Mark Saltzman, the Company's Chief Operating Officer, has stepped down from the Board.

About True Religion Apparel Inc.

True Religion Apparel, Inc., through its wholly owned subsidiary Guru Denim, Inc. manufactures, markets, distributes and sells "True Religion Brand Jeans" in the United States, Canada, the United Kingdom, Europe, Mexico and Japan. True Religion Brand Jeans can be found in the United States at Neiman Marcus, Saks Fifth Avenue, Ron Herman, Henri Bendel, Bloomingdales, Nordstrom, Barneys and greater than 500 fashion boutique clothing stores throughout the United States and Canada. True Religion Brand Jeans can also be found at fine stores in Japan, including Isetan and Barneys Japan; in England, including Selfridges, Harrod's and Harvey Nichols; in France, including Galleries Lafayette.

Forward Looking Statements

Statements concerning the Company's business outlook or future economic performance, anticipated revenues, expenses or other financial items; product introductions and plans and objectives related thereto; and statements concerning assumptions made or expectations as to any future events, conditions, performance or other matters are "forward-looking statements" as that term is defined under the Federal Securities laws. Forward-looking statements are subject to risks, uncertainties and factors include, but are not limited to, the nature of the apparel industry, including changing customer demand and tastes, seasonality, customer acceptance of new products, the impact of competitive products and pricing, dependence on existing management, general economic conditions, as well as other risks detailed in the Company's filings with the Securities and Exchange Commission. The Company assumes no obligation to update the information in this release.