

CHEROKEE INC  
Form 8-K  
December 26, 2012

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

Washington, DC 20549

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**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): **December 19, 2012**

**CHEROKEE INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**1-18640**  
(Commission  
File Number)

**95-4182437**  
(I.R.S. Employer  
Identification Number)

**5990 Sepulveda Boulevard**

**Sherman Oaks, California 91411**

(Address of Principal Executive Offices) (Zip Code)

**(818) 908-9868**

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(Registrant's telephone number, including area code)

(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 4.01 Changes in Registrant's Certifying Accountant.**

(a)(1) *Former Independent Registered Public Accounting Firm.* On December 19, 2012, Cherokee Inc. (the *Company*), acting pursuant to the unanimous approval of the Audit Committee of the Company's Board of Directors (the *Audit Committee*), dismissed Moss Adams LLP (*MA*) as the Company's independent registered public accounting firm. MA's reports on the Company's consolidated financial statements as of and for the years ended January 29, 2011 and January 28, 2012 did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles.

During the years ended January 29, 2011 and January 28, 2012 and from January 28, 2012 through December 19, 2012, there were no disagreements between the Company and MA on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of MA, would have caused MA to make reference to the subject matter of the disagreement in connection with its reports on the financial statements for such years.

In addition, none of the reportable events described in Item 304(a)(1)(v) of Regulation S-K occurred with respect to the Company during the years ended January 29, 2011 and January 28, 2012 and from January 28, 2012 through December 19, 2012.

The Company requested MA to furnish the Company with a letter addressed to the Securities and Exchange Commission stating whether it agrees with the above statements. A copy of MA's letter, dated December 24, 2012, indicating that it agrees with the above statements, is filed as Exhibit 16.1 to this Current Report on Form 8-K.

(2) *New Independent Registered Public Accounting Firm.* On December 19, 2012, acting pursuant to the unanimous approval of the Audit Committee, the Company engaged Ernst & Young LLP as the Company's independent registered public accounting firm to audit the Company's financial statements and internal control over financial reporting for the year ending February 2, 2013.

During the years ended January 29, 2011 and January 28, 2012 and from January 28, 2012 through December 19, 2012, neither the Company nor anyone acting on its behalf consulted Ernst & Young LLP regarding (1) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements; or (2) any matter that was either the subject of a disagreement as defined in Item 304(a)(1)(iv) of Regulation S-K or a reportable event described in Item 304(a)(1)(v) of Regulation S-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
16.1	Letter of Moss Adams LLP to the SEC dated December 24, 2012.



**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.

**CHEROKEE INC.**

December 26, 2012

By:

*/s/ Mark DiSiena*  
Mark DiSiena  
Chief Financial Officer