

Endeavor Acquisition Corp.  
Form 424B3  
December 13, 2007

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Registration No. 333-128440

**PROSPECTUS**

**Endeavor Acquisition Corp.**

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**16,860,745 Shares of Common Stock**

**350,000 Units**

**350,000 Warrants**

This prospectus relates to 16,160,745 shares of our common stock, par value \$0.0001 per share, which are issuable upon the exercise of warrants originally issued in our initial public offering pursuant to a prospectus dated December 15, 2005. In order to obtain the shares, the holders of the warrants issued in our initial public offering must pay an exercise price of \$6.00 per share for the 16,160,745 shares underlying these warrants or elect cashless exercise utilizing the value of such warrants based on the difference between the then current market price per share of Endeavor common stock and the pre-share exercise price of the warrants. See section of this prospectus entitled *Cashless Exercise Rights*. We will receive proceeds from any cash-based exercise of the warrants but not from any cashless exercise or any sale of the underlying common stock. The warrants expire on December 14, 2009 at 5:00 p.m., New York City time. Endeavor may call the warrants for redemption:

in whole and not in part;

at a price of \$0.01 per warrant at any time after the warrants become exercisable;

upon not less than 30 days prior written notice of redemption to each warrant holder; and

if, and only if, the reported last sale price of the common stock equals or exceeds \$11.50 per share, for any 20 trading days within a 30 trading day period ending on the third business day prior to the notice of redemption to warrant holders, which period may begin prior to consummation of the acquisition of American Apparel, Inc. and affiliated companies described herein ( *American Apparel Acquisition* ). As of December 3, 2007, this condition would have been met.

Under the terms of the acquisition agreement governing the American Apparel Acquisition, Endeavor has agreed that in connection with any redemption of the warrants, Endeavor will afford all of the holders thereof the right and opportunity to exercise their warrants on a cashless basis utilizing the value of such warrants based on the difference between the then current market price per share of Endeavor common stock and the pre-share exercise price of the warrants. See section of this prospectus entitled *Cashless Exercise Rights*.

This prospectus also relates to 350,000 units, each consisting of one share of common stock and one warrant, which are issuable upon the exercise of a unit purchase option originally issued in our initial public offering to Ladenburg Thalmann & Co. Inc. and

Broadband Capital Management, LLC, certain of the underwriters, pursuant to a prospectus dated December 15, 2005. In order to obtain the units, the holders of the unit purchase option must pay an exercise price of \$10.00 per unit for the 350,000 units underlying this option or utilize the cashless exercise provision provided for therein. The units will become exercisable upon consummation of Endeavor's proposed acquisition of American Apparel, Inc. and its affiliate companies. In order to obtain the shares underlying the warrants included in such units, the holders of the warrants issued upon exercise of the unit purchase option must pay an exercise price of \$6.00 per share for the 350,000 shares underlying these warrants or utilize the cashless exercise provision provided for therein. See section of this prospectus entitled *Cashless Exercise Rights*. We will receive proceeds from any cash-based exercise of the unit purchase option and cash-based exercise of the underlying warrants but not from any cashless exercise or any sale of the underlying common stock.

Our units, shares of common stock and warrants are currently traded on the American Stock Exchange under the symbols APP.U, APP and APP.WS, respectively. As of December 12, 2007, the closing sale price of our units was \$24.25, the closing sale price of our common stock was \$15.60 and the closing sale price of our warrants was \$9.40.

We are located at 747 Warehouse Street, Los Angeles, California 90021. Our telephone number is (213) 488-0226.

**Investing in our securities involves a high degree of risk. See Item 3. Summary Information, Risk Factors and Ratio of Earnings to Fixed Charges for a discussion of information that should be considered before buying shares of our common stock and warrants.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus is December 12, 2007

**You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information. We are not making an offer of these securities in any jurisdiction where the offer is not permitted.**

## PROSPECTUS SUMMARY

This summary highlights certain information appearing elsewhere in this prospectus. For a more complete understanding of this offering, you should read the entire prospectus carefully, including the risk factors and the financial statements and other information incorporated by reference from our other filings with the Securities and Exchange Commission ( SEC ). Unless otherwise stated in this prospectus, references to registrant, we, us or our company refer to Endeavor Acquisition Corp. An investment in our shares of common stock involves risks. Therefore, carefully consider the information provided under *Item 3. Summary Information, Risk Factors and Ratio of Earnings to Fixed Charges*.

### Endeavor

We were formed as a blank check company, named Endeavor Acquisition Corp., to effect a acquisition with an unidentified operating business. On December 21, 2005, we consummated our initial public offering ( IPO ) of 15,000,000 units, comprised of 15,000,000 shares and 15,000,000 warrants, and received net proceeds of approximately \$113.5 million. In January 2006, we closed on an additional 1,160,745 units, comprised of 1,160,745 shares and 1,160,745 warrants, that were subject to the underwriters' over-allotment option and received additional net proceeds of approximately \$8.8 million. The units were sold at an offering price of \$8.00 per unit. Each unit consists of one share of our common stock and one warrant. Each warrant entitles the holder to purchase from us one share of our common stock at an exercise price of \$6.00 per share.

An amount of approximately \$121 million of the net proceeds of the IPO and overallotment was placed in an interest-bearing trust account. As of November 16, 2007 approximately \$128.7 million was held in trust. At the closing of the proposed acquisition of American Apparel, \$1.825 million of the amount held in trust is to be paid to Ladenburg Thalmann & Co. as deferred commissions from the IPO.

In the IPO, we also sold to the underwriters, for \$100, as additional compensation, unit purchase options to purchase up to a total of 350,000 units at \$10.00 per unit. The units issuable upon exercise of this option are identical to those offered in the IPO.

### Acquisition of American Apparel

As described in Endeavor's definitive proxy statement filed with the Securities and Exchange Commission on November 28, 2007 ( November 2007 Proxy Statement ), Endeavor entered into an amended and restated agreement and plan of reorganization dated as of November 7, 2007 (the Acquisition Agreement ), among Endeavor, AAI Acquisition, LLC, a California limited liability company and wholly owned subsidiary of Endeavor ( Merger Sub ), American Apparel Inc., a California corporation ( AAI ), American Apparel, LLC, a California limited liability company ( LLC ), each of American Apparel Canada Wholesale Inc. and American Apparel Canada Retail Inc. (together, the CI companies and, collectively with AAI and LLC, American Apparel ), Dov Charney, a principal stockholder and member of AAI and LLC, respectively ( Mr. Charney ), Sang Ho Lim, the other principal stockholder and member of AAI and LLC, respectively ( Mr. Lim ), and the stockholders of each of the CI companies (the CI Stockholders ). The Acquisition Agreement amended and restated in its entirety the agreement and plan of reorganization, dated as of December 18, 2006 (the Original Agreement ), by and among Endeavor, AAI Acquisition Corp., AAI, LLC, the CI companies, Mr. Charney, Mr. Lim and the CI Stockholders.

This acquisition was approved by the stockholders of Endeavor and completed on December 12, 2007.

## **American Apparel's Business**

American Apparel is a vertically-integrated manufacturer, distributor, and retailer of branded fashion basic apparel. As of September 30, 2007, American Apparel operated 165 retail stores in 13 countries, including the United States, Canada, Mexico, England, Germany, France, Italy, the Netherlands, Sweden, Switzerland, Israel, Japan and South Korea, either directly or through one or more subsidiaries. American Apparel also operates a leading wholesale business that supplies t-shirts and other casual wear to distributors and screen printers. In addition to its retail stores and wholesale operations, since 2004 American Apparel operates an online retail e-commerce website at [www.americanapparelstore.com](http://www.americanapparelstore.com).

American Apparel currently has the following US-domiciled subsidiaries: American Apparel Retail, Inc., American Apparel Dyeing and Finishing, Inc., and KCL Knitting, LLC. Additionally, American Apparel operates its retail and wholesale business through the following direct and indirect foreign subsidiaries: American Apparel Canada Wholesale Inc., American Apparel Canada Retail Inc., American Apparel Deutschland GmbH, American Apparel Spain, S.L., American Apparel Italia GmbH, American Apparel (UK) Limited, American Apparel (Carnaby) Limited, American Apparel Mexico S DE RL DE CU, American Apparel Mexico Labor, LLC, American Apparel Japan Co., Ltd., American Apparel Korea Co., Ltd. and American Apparel Retail (Israel), Ltd.

American Apparel operates principally out of its 800,000 square foot facility in downtown Los Angeles, which houses its executive offices, as well as its cutting, sewing, and distribution operations. American Apparel operates a knitting facility in Los Angeles, as well as a dyeing and finishing facility in Hawthorne, California. American Apparel's domestic manufacturing operations allow American Apparel to quickly respond to customer demand and react faster to changing fashion trends. American Apparel's products are noted for their quality and fit, and American Apparel's edgy, distinctive branding has differentiated it in the marketplace. American Apparel is a registered trademark of American Apparel, Inc.

American Apparel was founded in 1998 as a limited liability company in the state of California. In 2003, it was converted to a corporation. In 2004, it elected to be treated as a Subchapter S corporation. Since inception, American Apparel has operated its wholesale business. In October 2003, American Apparel opened its first retail store in Los Angeles. In 2004, American Apparel began its online retail operations, and opened its first stores in Canada and Europe. In 2005, it opened its first store in Asia.

## **November 2007 Proxy Statement**

The November 2007 Proxy Statement:

discusses the proposed acquisition with American Apparel;

provides relevant historical financial information for each of Endeavor, AAI and the CI companies and pro forma financial information for the combined companies; and

provides a detailed description of American Apparel's business, operations and financial results.

The November 2007 Proxy Statement and all exhibits thereto are incorporated herein by reference and we urge any potential investor in our securities to read it.

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**THE OFFERING**

<b>Securities Offered:</b>	16,160,745 shares of common stock underlying warrants with an exercise price of \$6.00 per share. The warrants expire on December 14, 2009.
	350,000 units, including 350,000 shares of common stock and 350,000 warrants, underlying a unit purchase option with an exercise price of \$10.00 per unit. The unit purchase option expires on the 30 <sup>th</sup> day after consummation of the proposed acquisition of American Apparel.
	350,000 shares of common stock, underlying the unit purchase option warrants with an exercise price of \$6.00 per share. The warrants expire on December 14, 2009.
<b>Number of shares of common stock outstanding before this offering:</b>	57,168,810 shares <sup>1</sup>
<b>Number of shares of common stock to be outstanding after this offering:</b>	74,029,555 shares, assuming exercise of the unit purchase option and all of the warrants. <sup>1</sup>
<b>AMEX symbol for our units:</b>	APP.U
<b>AMEX symbol for our common stock:</b>	APP
<b>AMEX symbol for our warrants:</b>	APP.WS
<b>Offering proceeds:</b>	Assuming the exercise of the unit purchase option and all the warrants for cash, we would receive gross proceeds of \$102,564,470. To the extent the unit purchase option and warrants are exercised on a for-cash basis, we intend to use the proceeds for working capital, operating expenses and other general corporate purposes. If at the time the warrants are exercised we have incurred indebtedness, we may also use the proceeds to repay indebtedness.

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<sup>1</sup> These figures do not include 7,710,000 shares of our common stock that will be available under the 2007 performance equity plan approved by Endeavor's stockholders at the special meeting of stockholders on December 12, 2007 as part of the proposed acquisition of American Apparel.

These figures reflect the number included in the actual number of shares outstanding as of December 3, 2007, which was 19,910,745, and also 37,258,065 shares of our common stock issued in the acquisition with American Apparel and assumes that all warrants and the unit purchase options are exercised through the payment of cash and not on a cashless basis.

### CASHLESS EXERCISE RIGHTS

If we call the warrants for redemption, we will offer all holders that wish to exercise warrants the right to do so on a cashless basis. The public stockholders need not accept this right and may exercise their warrants on a cash basis. Any holder utilizing these cashless exercise rights would pay the exercise price by surrendering the warrants for that number of shares of common stock equal to the quotient obtained by dividing (x) the product of the number of shares of common stock underlying the warrants, multiplied by the difference between the exercise price of the warrants and the fair market value (defined below) by (y) the fair market value. The fair market value shall mean the average reported last sale price of shares of our common stock for the 10 trading days ending on the third trading day prior to the date on which the notice of redemption is sent to the holders of warrants. This would have the effect of reducing the number of shares received by holders of the warrants. Any fractional share issuable as a result of these rights will be rounded up to the nearest whole share.

### FORWARD-LOOKING STATEMENTS

We believe that some of the information in this prospectus and the November 2007 Proxy Statement and other documents and filings incorporated by reference hereby constitutes forward-looking statements within the definition of the Private Securities Litigation Reform Act of 1995. You can identify these statements by forward-looking words such as may, expect, anticipate, contemplate, believe, estimate, intend, continue or similar words. You should read statements that contain these words carefully because they:

discuss future expectations;

contain projections of future results of operations or financial condition; or

state other forward-looking information.

We believe it is important to communicate Endeavor's expectations to Endeavor's stockholders. However, there may be events in the future that we are not able to predict accurately or over which we have no control. The risk factors and cautionary language contained in the November 2007 Proxy Statement and incorporated herein by reference provide examples of risks, uncertainties and events that may cause actual results to differ materially from the expectations described by us or American Apparel in such forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this prospectus.

All forward-looking statements included herein attributable to any of Endeavor, American Apparel or any person acting on either party's behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except to the extent required by applicable laws and regulations, Endeavor and American Apparel undertake no obligations to update these forward-looking statements to reflect events or circumstances after the date of this prospectus or to reflect the occurrence of unanticipated events.

You should be aware that the occurrence of the events described in the Risk Factors section of the November 2007 Proxy Statement could have a material adverse effect on Endeavor and American Apparel.

### **Item 3. Summary Information, Risk Factors and Ratio of Earnings to Fixed Charges**

We hereby incorporate the information set forth in the following sections of the November 2007 Proxy Statement (on the pages of such proxy statement indicated below):

*Summary of Material Terms of the Acquisition* on pages 1 and 2;

*Questions and Answers About the Proposals* on pages 3 through 6;

*Summary of the Proxy Statement* on pages 7 through 12;

*Selected Summary Historical and Pro Forma Consolidated Financial Information* on pages 13 through 19;

*Selected Unaudited Pro Forma Combined Financial Information* on pages 20 through 28.

We also hereby incorporate the information set forth in the section entitled *Risk Factors* of the November 2007 Proxy Statement on pages 29 through 44. An investment in our common stock and warrants involves a high degree of risk. You should carefully consider all of the material risks described in the section of the November 2007 Proxy Statement entitled *Risk Factors* before making a decision to invest in our securities.

**Item 4. Use of Proceeds**

Assuming the exercise of the unit purchase option and all the warrants for cash, we will receive gross proceeds of \$102,564,470. To the extent the unit purchase option and warrants are exercised for cash, we intend to use the proceeds for working capital, operating expenses and other general corporate purposes. If at the time the warrants are exercised we have incurred indebtedness, we may also use the proceeds to repay indebtedness. There is no assurance that the holders of the warrants will elect to exercise any or all of the warrants.

**Item 5. Determination of Offering Price**

The offering price of the shares of common stock offered hereby is determined by reference to the exercise price of the warrants. The exercise price of the IPO warrants covering 16,160,745 shares of common stock is \$6.00 per share. The offering price of the units, including 350,000 shares of common stock and 350,000 warrants underlying such units, offered hereby is determined by reference to the exercise price of the unit purchase option. The exercise price of the unit purchase option is \$10.00 per unit. The exercise price of the warrants underlying the unit purchase option covering 350,000 shares of common stock is \$6.00 per share.

**Item 6. Dilution**

Not applicable.

**Item 7. Selling Security Holders**

Not applicable.

**Item 8. Plan of Distribution**

Pursuant to the terms of the warrants, the shares of common stock will be distributed to those warrant holders who surrender the certificates representing the warrants and provide payment of the exercise price through their brokers to our warrant agent, Continental Stock Transfer & Trust Company. Pursuant to the terms of the unit purchase option, the units will be distributed to the option holder delivering a duly executed and completed exercise form to us together with payment for the exercise price.

**Item 9. Description of Securities to be Registered**

We hereby incorporate the information set forth in the sections entitled *Description of Endeavor Common Stock and Other Securities* of the November 2007 Proxy Statement on pages 222 through 223, and *Price Range of Securities* on page 224.



**Item 10. Interests of Named Experts and Counsel**

*Legal Matters*

The validity of the securities offered in this prospectus is being passed upon for us by Graubard Miller, New York, New York.

*Experts*

The consolidated financial statements of AAI and its subsidiaries at December 31, 2006 and 2005 and for the years then ended included in this prospectus by incorporation by reference to the November 2007 Proxy Statement, have been audited by Marcum & Kliegman LLP, an independent registered public accounting firm, as set forth in their report appearing elsewhere therein, and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The combined financial statements of the CI companies at December 31, 2006 and 2005 and for the years then ended included in this prospectus by incorporation by reference to the November 2007 Proxy Statement, have been audited by SNG Collins Barrow, S.E.N.C.R.L./LLP, an independent registered public accounting firm, as set forth in their report appearing elsewhere therein, and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The financial statements of Endeavor at December 31, 2006 and 2005 and for the year ended December 31, 2006 and the period from July 22, 2005 (inception) to December 31, 2005 and from July 22, 2005 (inception) to December 31, 2006 and management's report on internal controls over financial reporting incorporated by reference from Endeavor's Form 10-K/A for the year ended December 31, 2006, filed on November 9, 2007 have been audited by Marcum & Kliegman LLP, an independent registered public accounting firm, as set forth in their reports (which report on the financial statements includes an explanatory paragraph as to Endeavor's ability to continue as a going concern), appearing elsewhere therein, and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

**Item 11. Material Changes**

None.

**INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

We incorporate by reference the filed documents listed below, except as superseded, supplemented or modified by this prospectus, and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act ):

our Annual Report on Form 10-K/A for the fiscal year ended December 31, 2006;

our Quarterly Reports on Form 10-Q for the quarter ended March 31, 2007, for the quarter ended June 30, 2007 and for the quarter ended September 30, 2007;

our Current Reports on Form 8-K filed December 20, 2006, January 23, 2007, April 16, 2007, July 11, 2007, August 21, 2007 and November 9, 2007;

the description of our common stock contained in our Form 8-A, filed December 13, 2005, including any amendment or report filed for the purpose of updating the description of our common stock;

our November 2007 Proxy Statement filed November 28, 2007; and

all documents filed by us with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and prior to the termination of this offering of securities.

Potential investors may obtain a copy of any of the agreements summarized herein (subject to certain restrictions because of the confidential nature of the subject matter) or any of our SEC filings without charge by written or oral request directed to American Apparel, Inc., 747 Warehouse Street, Los Angeles, CA 90021 Attention: Chief Financial Officer or (213) 488-0226.

You should rely only on the information incorporated by reference or provided in this prospectus or any prospectus supplement. We have not authorized anyone else to provide you with different information. We are not making an offer of these securities in any state where the offer is not permitted. You should not assume that the information in this prospectus or any prospectus supplement is accurate as of any date other than the date on the front of those documents.

**WHERE YOU CAN FIND ADDITIONAL INFORMATION**

This prospectus, which is part of a registration statement filed with the SEC, does not contain all of the information set forth in the registration statement or the exhibits filed therewith. For further information with respect to us and the common stock offered by this prospectus, please see the registration statement and exhibits filed with the registration statement.

You may also read and copy any materials we have filed with the SEC at the SEC's public reference room, located at 100 F Street, N.E., Washington, DC 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. In addition, our SEC filings, including reports, proxy statements and other information regarding issuers that file electronically with the SEC, are also available to the public at no cost from the SEC's website at <http://www.sec.gov>.

No person is authorized to give any information or to make any representation other than those contained in this prospectus, and if made such information or representation must not be relied upon as having been given or authorized. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any security other than the securities offered by this prospectus, or an offer to sell or a solicitation of an offer to buy any securities by anyone in any jurisdiction in which the offer or solicitation is not authorized or is unlawful. The delivery of this prospectus will not, under any circumstances, create any implication that the information is correct as of any time subsequent to the date of this prospectus.



**ENDEAVOR ACQUISITION CORP.**

**16,860,745 Shares of Common Stock**

**350,000 Units**

**350,000 Warrants**

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**PROSPECTUS**

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