

BODY CENTRAL CORP
Form 3/A
October 15, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| PineBridge Investments LLC | | (Month/Day/Year) | BODY CENTRAL CORP [BODY] | |
| (Last) | (First) | (Middle) | 10/14/2010 | |
| 277 PARK AVENUE, 42ND FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | (Check all applicable) | |
| NEW YORK, NY 10172 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | 10/14/2010 | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

| | | | | | | | |
|--------------------------------------|-------|-------|--------------|-----------|----------|---|------------------|
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 60,047 | \$ 0 (1) | I | See footnote (2) |
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 480,381 | \$ 0 (1) | I | See footnote (2) |
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 2,437,935 | \$ 0 (1) | I | See footnote (2) |
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 144,114 | \$ 0 (1) | I | See footnote (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PineBridge Investments LLC 277 PARK AVENUE 42ND FLOOR NEW YORK, NY 10172 | Â | Â X | Â | Â |
| PineBridge PEP III Direct LP 277 PARK AVENUE 42ND FLOOR NEW YORK, NY 10172 | Â | Â X | Â | Â |
| PineBridge PEP IV Co-Investment LP 277 PARK AVENUE 42ND FLOOR NEW YORK, NY 10172 | Â | Â X | Â | Â |
| PineBridge Vantage Partners LP 277 PARK AVENUE 42ND FLOOR NEW YORK, NY 10172 | Â | Â X | Â | Â |
| American International Group, Inc. Retirement Plan Master Trust 277 PARK AVENUE 42ND FLOOR NEW YORK, NY 10172 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| PineBridge Investments LLC /s/ Scott M. Gallin By: Scott M. Gallin, MD | 10/15/2010 |
| **Signature of Reporting Person | Date |
| PineBridge PEP III Direct, L.P. By: PineBridge PEP III Direct GP, L.P., its GP By: PineBridge PEP III Direct, LLC, its GP By: PineBridge Investments LLC, its Managing Member /s/ Scott M. Gallin By: Scott M. Gallin, MD | 10/15/2010 |
| **Signature of Reporting Person | Date |
| PineBridge PEP IV Co-Investments L.P. By: PineBridge PEP IV Co-Investment GP, L.P., its GP By: PineBridge PEP IV Co-Investment GP, LLC, its GP By: PineBridge Investments LLC, | 10/15/2010 |

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its Managing Member /s/ Scott M. Gallin By: Scott M. Gallin, MD

__Signature of Reporting Person

Date

PineBridge Vantage Partners, L.P. By: PineBridge Vantage Partners GP, L.P., its GP By:
PineBridge Vantage Partners, LLC, its GP By: PineBridge Investments LLC, its Managing
Member /s/ Scott M. Gallin By: Scott M. Gallin, MD

10/15/2010

**Signature of Reporting Person

Date

American International Group, Inc. Retirement Plan Master Trust By: PineBridge Investments
LLC, its duly authorized Investment Advisor /s/ Scott Gallin Scott Gallin, MD

10/15/2010

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The Series A Convertible Preferred Stock is convertible, at any time at the holder's election, into Body Central Corp. common stock on a one-for-one basis and has no expiration date.

Each of PineBridge PEP III Direct, L.P., PineBridge PEP IV Co-Investment, L.P., PineBridge Vantage Partners, L.P. and American International Group, Inc. Retirement Plan Master Trust is the record holder of 60,047, 480,381, 2,437,935, and 144,114 shares of Series A Convertible Preferred Stock, respectively, and is advised by PineBridge Investments LLC ("PineBridge Investments"). PineBridge

- (2) Investments has sole voting power and sole investment power over these shares and is the beneficial owner of the shares held by these entities. Scott Gallin is a managing director of PineBridge Investments and may be deemed to beneficially own the shares of common stock held by these entities. Mr. Gallin disclaims such beneficial ownership. Each of the above entities holding these shares as a record holder disclaims beneficial ownership of the securities held of record by the other entities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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