

Francesca's Holdings CORP
Form 8-K
August 24, 2017

UNITED STATES

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): **August 20, 2017**

FRANCESCA'S HOLDINGS CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

001-35239

Delaware
(State or Other Jurisdiction of Incorporation) **20-8874704**

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(Commission File Number)

(I.R.S. Employer Identification
No.)

8760 Clay Road,

Houston, Texas

77080

(Address of Principal Executive Offices) (Zip Code)

(713) 864-1358

(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:

“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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company “

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. “

Item 2.02. Results of Operations and Financial Condition.

On August 21, 2017, Francesca's Holdings Corporation (the "Company") issued a press release that included certain preliminary consolidated financial results for the fiscal second quarter ended July 29, 2017. A copy of the press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference. This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Effective August 20, 2017, Ms. Laurie Hummel departed from her positions as Executive Vice President and Chief Merchandising Officer of the Company and from all other positions she holds with the Company and each of its subsidiaries. Ms. Hummel's departure was not as a result of a disagreement with the Company or on any matter relating to the Company's operations, policies or practices. The Company has commenced a search for a new Chief Merchant.

Item 7.01. Regulation FD Disclosure.

The Company issued a press release on August 21, 2017, announcing the management change set forth in Item 5.02 of this Current Report on Form 8-K, along with certain preliminary consolidated financial results for the fiscal second quarter ended July 29, 2017. A copy of such press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference. This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 9.01.

Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

99.1 Press Release issued by the Company on August 21, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FRANCESCA'S HOLDINGS
CORPORATION

Date: August 24, 2017 By: /s/ Kal Malik
Name: Kal Malik
Title: Chief Administrative Officer

EXHIBIT INDEX

Exhibit No. Description

99.1 Press Release issued by the Company on August 21, 2017.