

Francesca's Holdings CORP  
Form 8-K  
March 27, 2013

**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): March 26, 2013

**FRANCESCA'S HOLDINGS CORPORATION**

(Exact name of registrant as specified in its charter)

|                          |                          |   |
|--------------------------|--------------------------|---|
| <b>Delaware</b>          | <b>001-35239</b>         | <b>20-8874704</b>                       |
| (State of Incorporation) | (Commission File Number) | (I.R.S. Employer<br>Identification No.) |

**77080**

**8760 Clay Road Houston, TX**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number including area code: **(713) 864-1358**

N/A

(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))

**Item 7.01 Regulation FD Disclosure**

On March 26, 2013, Francesca's Holdings Corporation (the "Company") issued a press release announcing the offering of 7,394,727 shares of its common stock by its selling stockholders. The press release is attached hereto as Exhibit 99.1 and is incorporated in this Item 7.01 by reference.

**Item 9.01. Financial Statements and Exhibits**

**Exhibit No. Description**

99.1 Press Release issued by Francesca's Holdings Corporation on March 26, 2013.

**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: March 26, 2013 By: /s/ Kal Malik

**Kal Malik**  
**Chief Administrative Officer**

**EXHIBIT INDEX**

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