

Francesca's Holdings CORP
Form 8-K
March 29, 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)

Delaware **001-35239** **20-8874704**
(State of Incorporation) (Commission File Number) (I.R.S. Employer
Identification No.)

8760 Clay Road Houston, TX **77080**
(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.)

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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 9.01. Financial Statements and Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 1.1 | Underwriting Agreement, dated March 26, 2013, by and among Francesca's Holdings Corporation, Jefferies LLC, as sole underwriter, Theresa Backes, Sei Jin Alt and Randi Sonenshein |
| 10.1 | Form of Lock-up Agreement (included in Exhibit 1.1) |

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 29, 2013 By: /s/ Kal Malik

Kal Malik
Chief Administrative Officer

EXHIBIT INDEX

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