

Francesca's Holdings CORP  
Form 8-K  
April 18, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **April 17, 2012**

**FRANCESCA'S HOLDINGS CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**001-35239**  
(Commission File Number)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**20-8874704**  
(I.R.S. Employer Identification  
No.)

**3480 West 12<sup>th</sup> Street**

**Houston, Texas**

(Address of Principal Executive  
Offices)

**77008**

(Zip Code)

**(713) 864-1358**

(Registrant's Telephone Number, Including Area Code)

**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 April 17, 2012, Francesca's Holdings Corporation (the "Company") issued a press release announcing (i) the pricing of 9,000,000 shares of its common stock at an initial price to the public of \$27.60 per share and (ii) that Goldman, Sachs & Co. and J.P. Morgan Securities LLC, the representatives of the several underwriters in the Company's offering of common stock completed in February 2012, are waiving a lock-up restriction with respect to shares of the Company's common stock held by certain officers, directors and other stockholders of the Company. All 9,000,000 shares are being offered by selling stockholders. Certain selling stockholders have granted the underwriters of the offering an option to purchase an additional 1,350,000 shares to cover over-allotments. 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.**

99.1 Press release issued by Francesca's Holdings Corporation on April 17, 2012

**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: April 17, 2012 By: /s/ Kal Malik

Kal Malik

Executive Vice President and General Counsel

EXHIBIT INDEX

Exhibit No. Description

99.1 Press release issued by Francesca's Holdings Corporation on April 17, 2012.