

Francesca's Holdings CORP  
Form 8-K  
January 19, 2012

**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): January 18, 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.)

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

**Houston, Texas**  
**(Address of Principal Executive Offices)**

**(713) 864-1358**

**77008**  
**(Zip Code)**

**(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 January 18, 2012, Francesca's Holdings Corporation (the Company) issued a press release announcing the offering of 9,000,000 shares of its common stock by its selling stockholders. The 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 January 18, 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: January 18, 2012

By: */s/* KAL MALIK  
**Kal Malik**  
**Executive Vice President and General Counsel**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release issued by Francesca's Holdings Corporation on January 18, 2012.