

MURRAY STEPHEN  
Form 4  
March 28, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CCMP Capital, LLC

2. Issuer Name and Ticker or Trading Symbol  
Francesca's Holdings CORP [FRAN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
245 PARK AVENUE,  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/26/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)

NEW YORK, NY 10167

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/26/2013		S		7,247,731 (1) \$ 28.36	D	0 (4)
Common Stock	03/26/2013		S		6,395,304 (2) \$ 28.36	D	0 (5)
Common Stock	03/26/2013		S		852,427 (3) \$ 28.36	D	0 (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CCMP Capital, LLC 245 PARK AVENUE NEW YORK, NY 10167	X	X		
CCMP Capital Investors II, L.P. 245 PARK AVENUE NEW YORK, NY 10167	X	X		
CCMP Capital Investors (Cayman) II, L.P. 245 PARK AVENUE NEW YORK, NY 10167	X	X		
CCMP Capital Associates, L.P. 245 PARK AVENUE NEW YORK, NY 10167	X	X		
CCMP Capital Associates GP, LLC 245 PARK AVENUE NEW YORK, NY 10167	X	X		
Brenneman Greg Dean 245 PARK AVENUE NEW YORK, NY 10167	X	X		
MURRAY STEPHEN CCMP CAPITAL ADVISORS, LLC 245 PARK AVENUE NEW YORK, NY 10067	X	X		
	X	X		

ZANNINO RICHARD F  
 C/O IAC/INTERACTIVECORP  
 555 WEST 18TH STREET  
 NEW YORK, NY 10011

## Signatures

CCMP Capital, LLC, /s/ Marc Unger, Chief Operating Officer and Chief Financial Officer	03/28/2013
__Signature of Reporting Person	Date
CCMP Capital Investors II, L.P., By: CCMP Capital Associates, L.P., its general partner, By: CCMP Capital Associates GP, LLC, its general partner, /s/ Marc Unger, Chief Operating Officer and Chief Financial Officer	03/28/2013
__Signature of Reporting Person	Date
CCMP Capital Investors (Cayman) II, L.P., By: CCMP Capital Associates, L.P., its general partner, By: CCMP Capital Associates GP, LLC, its general partner, /s/ Marc Unger, Chief Operating Officer and Chief Financial Officer	03/28/2013
__Signature of Reporting Person	Date
CCMP Capital Associates, L.P., By CCMP Capital Associates GP, LLC, its general partner, /s/ Marc Unger, Chief Operating Officer and Chief Financial Officer	03/28/2013
__Signature of Reporting Person	Date
CCMP Capital Associates GP, LLC, /s/ Marc Unger, Chief Operating Officer and Chief Financial Officer	03/28/2013
__Signature of Reporting Person	Date
/s/ Greg D. Brenneman	03/28/2013
__Signature of Reporting Person	Date
/s/ Stephen Murray	03/28/2013
__Signature of Reporting Person	Date
/s/ Richard Zannino	03/28/2013
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - (1) Represents shares of the Issuer's common stock committed to be sold by CCMP Capital Investors II, L.P. (6,395,304 shares) and CCMP Capital Investors (Cayman) II, L.P. (852,427 shares) in an underwritten public offering pursuant to an underwriting agreement executed on March 26, 2013. The underwritten public offering is expected to close on April 2, 2013.
  - (2) Represents shares of the Issuer's common stock committed to be sold by CCMP Capital Investors II, L.P. in an underwritten public offering pursuant to an underwriting agreement executed on March 26, 2013. The underwritten public offering is expected to close on April 2, 2013.
  - (3) Represents shares of the Issuer's common stock committed to be sold by CCMP Capital Investors (Cayman) II, L.P. in an underwritten public offering pursuant to an underwriting agreement executed on March 26, 2013. The underwritten public offering is expected to close on April 2, 2013.

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- (4) See Exhibit 99.
- (5) The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by CCMP Capital Investors II, L.P.
- (6) The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by CCMP Capital Investors (Cayman) II, L.P.

### **Remarks:**

See Exhibit 99

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.