

MURRAY STEPHEN

Form 4

February 03, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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)  
02/01/2012

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

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

NEW YORK, NY 10167

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially Owned<br>Following Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 02/01/2012                              |   | S                                    | 10,059,100<br>(1)   | D \$ 23 16,649,445.649   | D (4)   |   |
| Common<br>Stock                       | 02/01/2012                              |   | S                                    | 8,876,019<br>(2)  | D \$ 23 14,691,254.105   | D (5)   |   |
| Common<br>Stock                       | 02/01/2012                              |   | S                                    | 1,183,081<br>(3)  | D \$ 23 1,958,191.544  | D (6)   |   |

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

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information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| CCMP Capital, LLC<br>245 PARK AVENUE<br>NEW YORK, NY 10167   | X             | X         |         |       |
| CCMP Capital Investors II, L.P.<br>245 PARK AVENUE<br>NEW YORK, NY 10167   | X             | X         |         |       |
| CCMP Capital Investors (Cayman) II, L.P.<br>C/O WALKERS SERVICES LTD, WALKER HOUSE<br>87 MARY STREET, GEORGE TOWN<br>GRAND CAYMAN, E9 KY1-9005 | X             | X         |         |       |
| CCMP Capital Associates, L.P.<br>245 PARK AVENUE<br>NEW YORK, NY 10167   | X             | X         |         |       |
| CCMP Capital Associates GP, LLC<br>245 PARK AVENUE<br>NEW YORK, NY 10167   | X             | X         |         |       |
| Brenneman Greg Dean<br>C/O CCMP CAPITAL, LLC<br>245 PARK AVENUE<br>NEW YORK, NY 10167  | X             | X         |         |       |
| MURRAY STEPHEN<br>C/O CCMP CAPITAL, LLC<br>245 PARK AVENUE<br>NEW YORK, NY 10067   | X             | X         |         |       |

ZANNINO RICHARD F  
C/O CCMP CAPITAL, LLC  
245 PARK AVENUE  
NEW YORK, NY 10167

X X

## Signatures

CCMP Capital, LLC /s/ Stephen P. Murray, President and CEO

02/03/2012

\_\_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/ Stephen P. Murray, President and CEO

02/03/2012

\_\_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/ Stephen P. Murray, President and CEO

02/03/2012

\_\_Signature of Reporting Person

Date

CCMP Capital Associates, L.P., By CCMP Capital Associates GP, LLC, its general partner /s/ Stephen P. Murray, President and CEO

02/03/2012

\_\_Signature of Reporting Person

Date

CCMP Capital Associates GP, LLC /s/ Stephen P. Murray, President and CEO

02/03/2012

\_\_Signature of Reporting Person

Date

/s/ Greg D. Brenneman

02/03/2012

\_\_Signature of Reporting Person

Date

/s/ Stephen P. Murray

02/03/2012

\_\_Signature of Reporting Person

Date

/s/ Richard Zannino

02/03/2012

\_\_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 sold by CCMP Capital Investors II, L.P. (8,876,019 shares) and CCMP Capital Investors (Cayman) II, L.P. (1,183,081 shares) in an underwritten public offering completed on February 1, 2012.
- (2) Represents shares of the Issuer's common stock sold by CCMP Capital Investors II, L.P. in an underwritten public offering completed on February 1, 2012.
- (3) Represents shares of the Issuer's common stock sold by CCMP Capital Investors (Cayman) II, L.P. in an underwritten public offering completed on February 1, 2012.
- (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.

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- (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.

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