

Francesca's Holdings CORP  
Form 8-K  
January 27, 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 26, 2012**

**FRANCESCA S HOLDINGS CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

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

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

**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 26, 2012, Francesca's Holdings Corporation (the Company) issued a press release announcing the upsizing and pricing of its follow-on public offering. The size of the offering has been increased from the previously announced 9,000,000 shares of its common stock to 10,400,000 shares of its common stock at a public offering price of \$23.00 per share. All 10,400,000 shares are being offered by selling stockholders. Certain selling stockholders have granted the underwriters of the offering an option to purchase an additional 1,560,000 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 26, 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 26, 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 26, 2012.