

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CROSS RIVER CAPITAL MANAGEMENT LLC</u>  (Last) (First) (Middle) 31 BAILEY AVENUE UNIT D  (Street) RIDGEFIELD CT 06877  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Francesca's Holdings CORP [ FRAN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/16/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	06/20/2019		P		97,189	A	\$0.4 <sup>(3)</sup>	4,387,189	D <sup>(1)</sup>	
Common Stock	06/20/2019		P		0	A	\$0	4,387,189	I	See Footnote <sup>(2)</sup>
Common Stock	06/21/2019		P		20,000	A	\$0.39 <sup>(4)</sup>	4,407,189	D <sup>(1)</sup>	
Common Stock	06/21/2019		P		0	A	\$0	4,407,189	I	See Footnote <sup>(2)</sup>
Common Stock	06/25/2019		P		5,000	A	\$0.43 <sup>(5)</sup>	4,412,189	D <sup>(1)</sup>	
Common Stock	06/25/2019		P		0	A	\$0	4,412,189	I	See Footnote <sup>(2)</sup>
Common Stock	06/28/2019		P		40,000	A	\$0.49 <sup>(6)</sup>	4,452,189	D <sup>(1)</sup>	
Common Stock	06/28/2019		P		0	A	\$0	4,452,189	I	See Footnote <sup>(2)</sup>
Common Stock	07/01/2019		P		65,000	A	\$0.43 <sup>(7)</sup>	4,517,189	D <sup>(1)</sup>	
Common Stock	07/01/2019		P		0	A	\$0	4,517,189	I	See Footnote <sup>(2)</sup>
Common Stock	07/02/2019		P		27,200	A	\$4.65 <sup>(8)</sup>	403,632 <sup>(15)</sup>	D <sup>(1)</sup>	
Common Stock	07/02/2019		P		0	A	\$0	403,632 <sup>(15)</sup>	I	See Footnote <sup>(2)</sup>
Common Stock	07/03/2019		P		3,250	A	\$4.88 <sup>(9)</sup>	406,882	D <sup>(1)</sup>	
Common Stock	07/03/2019		P		0	A	\$0	406,882	I	See Footnote <sup>(2)</sup>
Common Stock	07/05/2019		P		5,118	A	\$4.86 <sup>(10)</sup>	412,000	D <sup>(1)</sup>	
Common Stock	07/05/2019		P		0	A	\$0	412,000	I	See Footnote <sup>(2)</sup>
Common Stock	07/08/2019		P		14,500	A	\$4.89 <sup>(11)</sup>	426,500	D <sup>(1)</sup>	
Common Stock	07/08/2019		P		0	A	\$0	426,500	I	See Footnote <sup>(2)</sup>
Common Stock	07/09/2019		P		15,000	A	\$4.68 <sup>(12)</sup>	441,500	D <sup>(1)</sup>	

**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	07/09/2019		P		0	A	\$0	441,500	I	See Footnote <sup>(2)</sup>
Common Stock	07/10/2019		P		24,574	A	\$4.62 <sup>(13)</sup>	466,074	D <sup>(1)</sup>	
Common Stock	07/10/2019		P		0	A	\$0	466,074	I	See Footnote <sup>(2)</sup>
Common Stock	07/11/2019		P		25,142	A	\$4.25 <sup>(14)</sup>	491,216	D <sup>(1)</sup>	
Common Stock	07/11/2019		P		0	A	\$0	491,216	I	See Footnote <sup>(2)</sup>
Common Stock								12,164	D <sup>(16)</sup>	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
1. Name and Address of Reporting Person* <u>CROSS RIVER CAPITAL MANAGEMENT LLC</u> _____ (Last) (First) (Middle) <u>31 BAILEY AVENUE</u> <u>UNIT D</u> _____ (Street) <u>RIDGEFIELD CT 06877</u> _____ (City) (State) (Zip)													
1. Name and Address of Reporting Person* <u>Cross River Management LLC</u> _____ (Last) (First) (Middle) <u>31 BAILEY AVENUE</u> <u>UNIT D</u> _____ (Street) <u>RIDGEFIELD CT 06877</u> _____ (City) (State) (Zip)													

1. Name and Address of Reporting Person*		
<a href="#">Cross River Partners LP</a>		
(Last)	(First)	(Middle)
C/O CROSS RIVER CAPITAL MANAGEMENT LLC		
31 BAILEY AVENUE, UNIT D		
(Street)		
RIDGEFIELD	CT	06877
(City) (State) (Zip)		

  

1. Name and Address of Reporting Person*		
<a href="#">MURPHY RICHARD</a>		
(Last)	(First)	(Middle)
C/O CROSS RIVER CAPITAL MANAGEMENT LLC		
31 BAILEY AVENUE, UNIT D		
(Street)		
RIDGEFIELD	CT	06877
(City) (State) (Zip)		

**Explanation of Responses:**

- The reported securities are directly owned by Cross River Partners LP.
- The reported securities are directly owned by Cross River Partners LP (the "Partnership"), and may be deemed to be indirectly beneficially owned by: (i) Cross River Capital Management LLC, as the general partner of the Partnership (the "General Partner"); (ii) Cross River Management LLC, as the investment manager of the Partnership (the "Investment Manager"); and (iii) Richard Murphy, as the managing member of both the General Partner and the Investment Manager. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- This constitutes the weighted average purchase price. The prices range from \$0.38 to \$0.42. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- This constitutes the weighted average purchase price. The prices range from \$0.39 to \$0.40. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- This constitutes the weighted average purchase price. The prices range from \$0.42 to \$0.43. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- This constitutes the weighted average purchase price. The prices range from \$0.48 to \$0.50. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- This constitutes the weighted average purchase price. The prices range from \$0.41 to \$0.45. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- This constitutes the weighted average purchase price. The prices range from \$4.51 to \$4.82. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- This constitutes the weighted average purchase price. The prices range from \$4.59 to \$5.00. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- This constitutes the weighted average purchase price. The prices range from \$4.74 to \$4.99. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- This constitutes the weighted average purchase price. The prices range from \$4.80 to \$4.96. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- This constitutes the weighted average purchase price. The prices range from \$4.60 to \$4.75. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- This constitutes the weighted average purchase price. The prices range from \$4.46 to \$4.70. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- This constitutes the weighted average purchase price. The prices range from \$4.19 to \$4.31. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- The number of Common Shares reported as having been acquired and beneficially owned by the Reporting Persons commencing on July 2, 2019 reflects the Issuer's reverse stock split at a ratio of 12-to-1.
- The reported securities are directly owned by Richard Murphy in his personal capacity.

**Remarks:**

This is the second and final part of a Form 4 filing for the Reporting Persons. There are two parts to this Form 4 filing because of the constraint of a 30 transaction line maximum for tables in a Form 4.

[Cross River Capital Management LLC By: /s/ Richard Murphy, Managing Member](#) 07/11/2019  
[Cross River Management LLC By: /s/ Richard Murphy, Managing Member](#) 07/11/2019  
[Cross River Partners LP By: /s/ Richard Murphy, Managing Member of Cross River Capital Management LLC, its General Partner](#) 07/11/2019

/s/ Richard Murphy

07/11/2019

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**