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

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FORM 8-K

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CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **August 20, 2017**

**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.)

**8760 Clay Road,  
Houston, Texas**  
(Address of Principal Executive Offices)

**77080**  
(Zip Code)

**(713) 864-1358**  
(Registrant's Telephone Number, Including Area Code)

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 2.02.**      **Results of Operations and Financial Condition.**

On August 21, 2017, Francesca's Holdings Corporation (the "Company") issued a press release that included certain preliminary consolidated financial results for the fiscal second quarter ended July 29, 2017. A copy of the press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference. This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**Item 5.02.**      **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) Effective August 20, 2017, Ms. Laurie Hummel departed from her positions as Executive Vice President and Chief Merchandising Officer of the Company and from all other positions she holds with the Company and each of its subsidiaries. Ms. Hummel's departure was not as a result of a disagreement with the Company or on any matter relating to the Company's operations, policies or practices. The Company has commenced a search for a new Chief Merchant.

**Item 7.01.**      **Regulation FD Disclosure.**

The Company issued a press release on August 21, 2017, announcing the management change set forth in Item 5.02 of this Current Report on Form 8-K, along with certain preliminary consolidated financial results for the fiscal second quarter ended July 29, 2017. A copy of such press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference. This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**Item 9.01.**      **Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by the Company on August 21, 2017.

**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: August 24, 2017

By: /s/ Kal Malik  
Name: Kal Malik  
Title: Chief Administrative Officer

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release issued by the Company on August 21, 2017.

**francesca's® Announces Departure of EVP and Chief Merchandising Officer**

- **Company Commences Search for New Chief Merchant**
- **Company Provides Preliminary Second Quarter Results**

**HOUSTON, TEXAS— August 21, 2017** — Francesca's Holdings Corporation (NASDAQ: FRAN) today announced the departure of Laurie Hummel, EVP and Chief Merchandising Officer. The Company has commenced a search for a new Chief Merchant.

Steve Lawrence, President and CEO, stated, "We have a lot of talent in our merchandising team and are confident in their ability to execute our strategy as we search for a new Chief Merchant. During this period, the team will report directly to me. We wish Laurie well in her future endeavors."

**Preliminary Second Quarter Results**

Preliminary comparable sales for the fiscal second quarter ended July 29, 2017, decreased 3% and preliminary diluted earnings per share for the second quarter is expected to be \$0.20.

Mr. Lawrence continued, "We are pleased to have exceeded our second quarter EPS guidance, driven by better than expected merchandise margin and lower than expected SG&A. That said, we note that back-to-school has been off to a very challenging start and our comparable sales have further decelerated from July. We will provide additional detail on our second quarter performance, as well as discuss our third quarter and full year outlook, on our upcoming earnings call."

A conference call to discuss second quarter results and third quarter and full year expectations is scheduled for September 6, 2017, at 8:30 a.m. ET.

Please note these results are preliminary and subject to change. The Company and its external auditors have not completed their normal quarterly closing and related review procedures and there can be no assurance that final results for the quarter will not differ from the preliminary results, including as a result of quarter-end closing procedures or review adjustments. In addition, these preliminary results should not be viewed as a substitute for full interim financial statements prepared in accordance with GAAP that have been reviewed by the Company's external auditors.

**Forward-Looking Statements**

Certain statements in this release are "forward-looking statements" made pursuant to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended. Such forward-looking statements reflect our current expectations or beliefs concerning future events and are subject to various risks and uncertainties that may cause actual results to differ materially from those that we expected. These risks and uncertainties include, but are not limited to, the following: the risk that we cannot anticipate, identify and respond quickly to changing fashion trends and customer preferences or changes in consumer environment, including changing expectations of service and experience in boutiques and online, and evolve our business model; our ability to attract a sufficient number of customers to our boutiques or sell sufficient quantities of our merchandise through our ecommerce business; our ability to successfully open and operate new boutiques each year; our ability to efficiently source and distribute additional merchandise quantities necessary to support our growth; and our ability to successfully attract, hire and integrate our next Chief Merchant. For additional information regarding these and other risks and uncertainties that could cause actual results to differ materially from those contained in our forward-looking statements, please refer to "Risk Factors" in our Annual Report on Form 10-K for the year ended January 28, 2017 filed with the Securities and Exchange Commission ("SEC") on March 22, 2017 and any risk factors contained in subsequent quarterly and annual reports we file with the SEC. We undertake no obligation to publicly update or revise any forward-looking statement.

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## **About Francesca's Holdings Corporation**

francesca's® is a growing specialty retailer which operates a nationwide-chain of boutiques providing customers a unique, fun and personalized shopping experience. The merchandise assortment is a diverse and balanced mix of apparel, jewelry, accessories and gifts. Today francesca's® operates approximately 679 boutiques in 48 states and the District of Columbia and also serves its customers through francescas.com. For additional information on francesca's®, please visit [www.francescas.com](http://www.francescas.com).

### **CONTACT:**

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### **Company**

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