

<b>OMB APPROVAL</b>	
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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**

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>Malik Khalid Mir</u>  (Last) (First) (Middle) <u>C/O FRANCESCA'S HOLDINGS CORPORATION</u> <u>8760 CLAY ROAD</u>  (Street) <u>HOUSTON TX 77080</u>  (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Administrative Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/14/2017</u>	
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	03/14/2017		A		10,867 <sup>(1)</sup>	A	\$0	157,698	D	
Common Stock	03/14/2017		A		8,422 <sup>(2)</sup>	A	\$0	166,120	D	
Common Stock	03/14/2017		A		7,922 <sup>(3)</sup>	A	\$0	174,042	D	

**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	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents shares of restricted stock under the Francesca's Holdings Corporation 2015 Equity Incentive Plan which vests in one installment on the third anniversary of the grant date, subject to the Reporting Person's continued service to the Issuer.
- In March 2015, the Reporting Person was granted a performance stock award to potentially earn between 0% and 150% of the target number of shares upon the achievement of pre-established level of earnings per share ("EPS") and net sales growth ("Net Sales Growth") goals. The shares subject to the award are divided into three equal tranches with respect to each of fiscal year 2015, 2016 and 2017. Fifty percent of the target number of shares subject to the award vest based upon the achievement of the EPS goal and the remaining fifty percent vest based upon the achievement of the Net Sales Growth goal. On March 14, 2017, the Issuer's Compensation Committee determined that, based upon the achievement of these metrics during fiscal year 2016, the Reporting Person is eligible to receive 8,422 shares for that fiscal year. To receive these shares, the Reporting Person must be continuously employed by the Issuer through the third anniversary of the grant date.
- In April 2014, the Reporting Person was granted a performance stock award to potentially earn between 0% and 150% of the target number of shares upon the achievement of pre-established level of EPS and Net Sales Growth goals. The shares subject to the award are divided into three equal tranches with respect to each of fiscal year 2014, 2015 and 2016. Fifty percent of the target number of shares subject to the award vest based upon the achievement of the EPS goal and the remaining fifty percent vest based upon the achievement of the Net Sales Growth goal. On March 14, 2017, the Issuer's Compensation Committee determined that, based upon the achievement of these metrics during fiscal year 2016, the Reporting Person is eligible to receive 7,922 shares for that fiscal year. To receive these shares, the Reporting Person must be continuously employed by the Issuer through the third anniversary of the grant date.

/s/ Kal Malik 03/16/2017

\*\* 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.

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