

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 Partners LP</u> <hr/> (Last) (First) (Middle) 31 BAILEY AVENUE, UNIT D <hr/> (Street) RIDGEFIELD CT 06877 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Francesca's Holdings CORP [FRAN]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 12/08/2020 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	12/08/2020		S		255,950	D	\$2.3143 ⁽¹⁾	375,550	D	
Common Stock	12/09/2020		S		100,971	D	\$5.1503 ⁽²⁾	274,579	D	
Common Stock	12/09/2020		S		248,857	D	\$4.2589 ⁽³⁾	25,722	D	
Common Stock	12/09/2020		S		25,722	D	\$3.6552 ⁽⁴⁾	0	D	
Common Stock	12/09/2020		S		12,164	D	\$2.783 ⁽⁵⁾	0	I	shares held by Richard Murphy, Managing Member of Cross River Partners LP

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					

1. Name and Address of Reporting Person*
Cross River Partners LP

 (Last) (First) (Middle)
 31 BAILEY AVENUE, UNIT D

 (Street)
 RIDGEFIELD CT 06877

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
MURPHY RICHARD

 (Last) (First) (Middle)
 31 BAILEY AVENUE, UNIT D

 (City) (State) (Zip)

(Street)	RIDGEFIELD	CT	06877
(City)	(State)	(Zip)	

Explanation of Responses:

1. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.25 to \$2.40, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth.
2. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.78 to \$5.70, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth.
3. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.69 to \$4.68, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth.
4. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.60 to \$3.72, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth.
5. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$ ___ to \$ ___, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth.

/s/ Richard Murphy, Managing 12/09/2020
Member

/s/ Richard Murphy 12/09/2020

** 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.