

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Clarke Andrew J</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>07/30/2020</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>08/03/2020</u>			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		

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			

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						Title
<u>Restricted Stock Units⁽¹⁾</u>	<u>(2)</u>	<u>07/30/2020</u>		<u>A</u>		<u>18,781</u>		<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>18,781</u>	<u>\$0</u>	<u>18,781</u>	<u>D</u>	

Explanation of Responses:

- The Form 4 filed by the Reporting Person on August 3, 2020 inadvertently reported the incorrect vesting schedule and number of restricted stock units granted to the Reporting Person on July 30, 2020. This amendment is being filed solely to correct this information.
- Each restricted stock unit represents the contingent right to receive one share of the Issuer's common stock. The restricted stock units can be settled in shares of the Issuer's common stock or cash at the option of the Issuer.
- Represents restricted stock units granted to the Reporting Person on July 30, 2020 under the Francesca's Holdings Corporation 2015 Equity Incentive Plan that will vest in three substantially equal installments on March 9, 2021, March 9, 2022 and March 9, 2023, subject to the Reporting Person's continued service to the Issuer.

/s/ Cindy Thomasee, as attorney-in-fact 08/27/2020

** 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.