

FRED'S INC  
Form 3  
July 11, 2016

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*

James Mike A.  
(Last) (First) (Middle)

4300 NEW GETWELL ROAD

(Street)

MEMPHIS, TN 38118

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
06/27/2016

3. Issuer Name and Ticker or Trading Symbol  
FRED'S INC [FRED]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)  
SVP

5. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities Beneficially Owned  
(Instr. 4)

3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Class A Common Stock <sup>(1)</sup>

12,658 <sup>(1)</sup>

D

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

SEC 1473 (7-02)

**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 control number.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and Expiration Date  
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:  
Direct (D)  
or Indirect

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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				Shares	(I) (Instr. 5)		
Options on Class A Common Stock <sup>(2)</sup>	06/27/2017 <sup>(2)</sup>	06/27/2023	Class A Common Stock	62,500 <sup>(2)</sup>	\$ 15.44	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
James Mike A. 4300 NEW GETWELL ROAD MEMPHIS, TN 38118	Â	Â	Â SVP	Â

## Signatures

Jerry Shore by power of attorney 07/11/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Employee granted 11,658 shares of restricted stock which vest 20% per year on the anniversary of the 6/27/16 grant date. Vesting is
- (1) subject to acceleration based upon achievement of financial performance metrics. In addition, employee separately holds 1000 shares of Fred's stock.
  - (2) Employee granted 62,500 stock options which vest 20% per year on the anniversary of the 6/27/16 grant date. Vesting is subject to acceleration based upon achievement of financial performance metrics.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.