

CHARLOTTE RUSSE HOLDING INC
Form 8-K
November 09, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

November 9, 2006

Charlotte Russe Holding, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-27677
(Commission File Number)

33-0724325
(IRS Employer
Identification No.)

4645 Morena Boulevard, San Diego,

California
(Address of principal executive offices)

Registrant's telephone number, including area code

92117
(Zip Code)

(858) 587-1500

Not Applicable.

(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:

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- .. 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))
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Item 2.02 Results of Operations and Financial Condition.

On November 9, 2006, Charlotte Russe Holding, Inc. issued a press release reporting its results of operations for the fourth quarter of fiscal 2006 ending September 30, 2006. A copy of the press release is attached as Exhibit 99.1 to this current report on Form 8-K.

The information in this item (including Exhibit 99.1) is being furnished pursuant to Item 2.02 and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act.

Item 7.01 Regulation FD Disclosure

In order to assist in the understanding of the Company's historical financial reporting between continuing and discontinued operations, the Company is providing unaudited Consolidated Statements of Income and Consolidated Condensed Balance Sheets setting forth quarterly financial data for fiscal years 2004, 2005 and 2006 that has been reclassified to reflect all Rampage stores as discontinued operations. The reclassified unaudited Consolidated Statements of Income and Consolidated Condensed Balance Sheets are attached as Exhibits 99.2 and 99.3, respectively, to this current report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

| Number | Description of Exhibit |
|---------------|---|
| 99.1 | Press Release dated November 9, 2006 reporting its results of operations for the fourth quarter of fiscal 2006. |
| 99.2 | Reclassified Unaudited Consolidated Statements of Income |
| 99.3 | Reclassified Unaudited Consolidated Condensed Balance Sheets |

SIGNATURE

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.

CHARLOTTE RUSSE HOLDING, INC.

Dated: November 9, 2006

By: /s/ DANIEL T. CARTER
Daniel T. Carter
*Executive Vice President and
Chief Financial Officer*