

CHARLOTTE RUSSE HOLDING, INC.  
Form SC 13G/A  
May 18, 2012

**United States**  
**Securities and Exchange Commission**  
Washington, D.C. 20549

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 1)\***

**Charlotte Russe Holding, Inc.**  
(Name of Issuer)

**Common Stock, Par Value \$0.01**  
(Title of Class of Securities)

**161048103**  
(CUSIP Number)

**4/20/2006**  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Schedule 13G

**1. Names of Reporting Persons:**

Snow Capital Management, L.P.

**I.R.S. Identification No. of Above Persons (Entities Only):**

25-1894430

**2. Check the Appropriate Box if a Member of a Group (See Instructions):**

(a)  (b)

**3. SEC Use Only**

**4. Citizenship or Place of Organization:**

Pennsylvania

**5. Sole Voting Power:**

Number of

667,533

Shares

**6. Shared Voting Power:**

Beneficially

Owned by

none

**7. Sole Dispositive Power:**

Each  
Person

Reporting

667,533

With

**8. Shared Dispositive Power:**

none

**9. Aggregate Amount Beneficially Owned by Each Reporting Person:**

667,533

**10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):**

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**11. Percent of Class Represented by Amount in Row (9):**

3.01%

**12. Type of Reporting Person (See Instructions):**

IA

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Schedule 13G

**Item 1**

(a) **Name of Issuer:**  
Charlotte Russe Holding, Inc.

(b) **Address of Issuer's Principal Executive Offices:**  
4645 Morena Boulevard

San Diego, CA 92117

**Item 2**

(a) **Name of Person Filing:**  
Snow Capital Management, L.P.

(b) **Address of Principal Business Office or, if None, Residence:**  
2100 Georgetowne Drive, Suite 400

Sewickley, PA 15143

(c) **Citizenship:**  
Pennsylvania

(d) **Title of Class of Securities:**  
Common Stock, Par Value \$0.01

(e) **CUSIP Number:**  
161048103

**Item 3** If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b), check whether the person filing is a:

(e)  An investment adviser in accordance with §240.13d-1(b) (1) (ii) (E).

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**Item 4 Ownership:**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1:

(a) Amount beneficially owned: 667,533

(b) Percent of class: 3.01%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:  
667,533

(ii) Shared power to vote or to direct the vote:  
0

(iii) Sole power to dispose or to direct the disposition of: 667,533

(iv) Shared power to dispose or to direct the disposition of: 0

**Item 5 Ownership of Five Percent or Less of Class:**

Yes 3.01%; This Amendment was inadvertently not filed upon ownership of less than 5%. This corrective filing is to promptly disclose the accurate information required pursuant to Rule 13d-2 of the Securities Exchange Act of 1934.

**Item 6 Ownership of More than Five Percent on Behalf of Another Person:**

Not Applicable

**Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by Parent Holding Company:**

Not Applicable

**Item 8 Identification and Classification of Members of the Group:**

Not Applicable

**Item 9 Notice of Dissolution of Group:**

Not Applicable

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**Item 10 Certification:**

- (a) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer or the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.
- (b) Not Applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 18, 2012  
(Date)

/Richard A. Snow/  
(Signature)

Richard A. Snow, President of Snow Capital  
Management, Inc., General Partner of Snow  
Capital Management, L.P.  
(Name/Title)