

CHARLOTTE RUSSE HOLDING INC  
Form 8-K  
May 04, 2009

**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): April 28, 2009**

**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)

**4645 Morena Boulevard, San Diego, CA**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (858) 587-1500**

**33-0724325**  
(I.R.S. Employer

Identification No.)

**92117**  
(Zip Code)

**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 (see General Instruction A.2. below):

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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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e)

On April 28, 2009, our stockholders approved the Charlotte Russe Holding, Inc. 2009 Equity Incentive Plan, or the Plan, at our 2009 Annual Meeting of Stockholders. A copy of the Plan is attached hereto as Exhibit 99.1 and the terms of the Plan are hereby incorporated by reference into this Item 5.02(e).

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Charlotte Russe Holding, Inc. 2009 Equity Incentive Plan

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CHARLOTTE RUSSE HOLDING, INC.**

By: **/s/ Frederick G. Silny**  
Frederick G. Silny  
*Chief Financial Officer, Principal*

*Accounting Officer, Executive Vice*

*President, Corporate Secretary and*

*Treasurer*

Date: May 4, 2009

**INDEX TO EXHIBITS**

99.1 Charlotte Russe Holding, Inc. 2009 Equity Incentive Plan