

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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FILER

**Francesca's Holdings CORP**

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SIC: **5600** Apparel & accessory stores

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **January 14, 2013**

**FRANCESCA'S HOLDINGS CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation)

**001-35239**

(Commission File Number)

**20-8874704**

(I.R.S. Employer Identification No.)

**8760 Clay Road,  
Houston, Texas**

(Address of Principal Executive  
Offices)

**77080**

(Zip Code)

**(713) 864-1358**

(Registrant's Telephone Number, Including Area Code)

(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:

- 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 7.01. Regulation FD Disclosure.**

On January 14, 2013, Francesca's Holdings Corporation (the "Company") issued a press release announcing updated guidance for its projected financial results for the fourth quarter ending February 2, 2013. A copy of the press release is attached hereto as Exhibit 99.1.

Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

**Item 9.01. Financial Statements and Exhibits.**

99.1 Press Release issued by Francesca's Holdings Corporation on January 14, 2013

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**SIGNATURES**

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.

FRANCESCA'S HOLDINGS CORPORATION

Date: January 14, 2013

By: \_\_\_\_\_  
/s/ Kal Malik  
**Kal Malik**  
**Chief Administrative Officer**

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## EXHIBIT INDEX

<u>Exhibit No</u>	<u>Description</u>
99.1	Press Release issued by Francesca's Holdings Corporation on January 14, 2013

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**Francesca's Holdings Corporation Raises Fourth Quarter Guidance  
on Holiday Sales and Margin Results**

**HOUSTON, Jan. 14, 2013 (GLOBE NEWSWIRE)** -- Francesca's Holdings Corporation (Nasdaq:FRAN) today announced that the Company has raised its guidance for the fourth quarter ending February 2, 2013 based on its holiday period sales and margin performance.

The Company now expects sales to be between \$84.5 million and \$85.0 million, representing an increase of 37% to 38% over the prior year quarter. This outlook is based on an estimated 7% to 8% comparable boutique sales increase over the prior year quarter, following a 14.7% increase in the same period last year. Net income for the quarter is expected to be in the range of \$13.0 million to \$ 13.5 million or \$0.29 to \$0.30 per diluted share, representing an increase of 45% to 50% over the fourth quarter of the prior year's adjusted \$0.20 per diluted share, which excluded \$0.4M after tax secondary equity offering costs, or \$0.01 per diluted share.

Neill Davis, chief executive officer, commented, "We are pleased with our holiday selling season. Our increased fourth quarter guidance reflects positive customer response to francesca's® broad and shallow merchandising strategy and small format, differentiated boutique experience. We are well positioned to deliver our growth objectives as we continue to execute our merchandising model, expand our boutique base, and further develop our e-commerce strategy."

The Company management will be presenting at the 15th Annual ICR XChange Conference to be held at the Fontainebleau Hotel in Miami Beach, Florida on Thursday, January 17, 2013 at 10:40 AM Eastern Standard Time. The audio portion of the presentation will be webcast live in the investor relations section of the Company's website, [www.francescas.com](http://www.francescas.com). An archived replay will be available two hours after the conclusion of the live event.

**Forward-Looking Statements**

Certain statements in this release are "forward-looking statements" made pursuant to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements reflect the Company's current expectations or beliefs concerning future events and are subject to various risks and uncertainties that may cause actual results to differ materially from those that we expected. For a discussion of these and other risks and uncertainties that could cause actual results to differ materially from those contained in our forward-looking statements, please refer to "Risk Factors" in our Annual Report on Form 10-K and our most recent Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on March 21, 2012 and December 7, 2012, respectively. We undertake no obligation to publicly update or revise any forward-looking statement.

The Company may not issue future press releases discussing sales trends such as this one other than associated with routine quarterly and annual financial reporting.

**About Francesca's Holdings Corporation**

francesca's® is a growing specialty retailer with retail locations designed and merchandised to feel like independently owned, upscale boutiques providing customers a fun and differentiated shopping experience. The merchandise assortment is a diverse and balanced mix of apparel, jewelry, accessories and gifts. francesca's® appeals to the 18-35 year-old, fashion conscious, female customers, although the Company finds that women of all ages are attracted to the eclectic and sophisticated merchandise selection and boutique setting. francesca's® boutiques carry a broad selection but limited quantities of individual styles and new merchandise is introduced five days a week. For additional information on francesca's®, please visit [www.francescas.com](http://www.francescas.com)

The Francesca's Collections logo is available at <http://www.globenewswire.com/newsroom/prs/?pkgid=15831>

**CONTACT:**

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