

CHARLOTTE RUSSE HOLDING INC

Form 8-K

November 04, 2005

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)

October 31, 2005

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.)

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4645 Morena Boulevard, San Diego,

California
(Address of principal executive offices)

92117
(Zip Code)

Registrant's telephone number, including area 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:

- .. 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 4, 2005, Charlotte Russe Holding, Inc. issued a press release reporting its results of operations for the fourth quarter and year end of fiscal 2005 ending September 24, 2005. In addition, Charlotte Russe Holding, Inc. announced that it has reached an agreement in principle subject to court approval to settle the securities litigation pending against the company and certain of its officers and directors. 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 8.01 Other Events.

As described above, Charlotte Russe Holding, Inc. has reached an agreement in principle subject to court approval to settle the securities litigation pending against the company and certain of its officers and directors. Such description is also included in the press release attached as Exhibit 99.1 to this current report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

| Exhibit Number | Description of Exhibit |
|---------------------------|---|
| 99.1 | Press release, dated November 4, 2005, reporting its results of operations for the fourth quarter and year end of fiscal 2005 and announcing an agreement in principle subject to court approval to settle the securities litigation pending against the company and certain of its officers and directors. |

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 4, 2005

By: _____ /s/ DANIEL T. CARTER

Daniel T. Carter
*Executive Vice President and
Chief Financial Officer*