

CHARLOTTE RUSSE HOLDING INC

Form 8-K

February 09, 2006

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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)**

**February 7, 2006**

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**Charlotte Russe Holding, Inc.**

(Exact name of registrant as specified in its charter)

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**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)

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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 1.01. Entry into a Material Definitive Agreement.**

On February 7, 2006, the Board of Directors of Charlotte Russe Holding, Inc. (the Board ) approved a change in the compensation payable to non-employee members of the Board. All other terms of the compensation payable to non-employee members of the Board remain unchanged. A summary of the compensation payable to non-employee members of the Board, as modified, is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

The Board appointed Jennifer C. Salopek as a director effective February 7, 2006. Ms. Salopek was also named to the audit committee of the Board. The registrant is not aware of any transaction requiring disclosure under Item 404(a) of Regulation S-K. A copy of the press release announcing Ms. Salopek s appointment is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

| <u>Exhibit<br/>Number</u> | <u>Description of Exhibit</u>   |
|---------------------------|---|
| 99.1                      | Charlotte Russe Holding, Inc. Non-Employee Director Compensation Policy.  |
| 99.2                      | Press Release dated February 9, 2006 announcing the appointment of Jennifer C. Salopek to the Board and the audit committee of the Board. |

**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: February 9, 2006

By:                                 /s/ DANIEL T. CARTER

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