FREDS INC Form 3 March 03, 2015

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Garner Ben

(Last)

(First) (Middle)

Statement

(Month/Day/Year)

12/15/2014

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

FREDS INC [FRED]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

5. If Amendment, Date Original

Filed(Month/Day/Year)

4300 NEW GETWELL ROAD

(Street)

(State)

Director _X__ Officer

10% Owner _ Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One

Reporting Person

MEMPHIS. TNÂ 38118

(City)

(Instr. 4)

1. Title of Security

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1473 (7-02)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Title

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

Securities Underlying **Derivative Security** (Instr. 4)

3. Title and Amount of

4. Conversion or Exercise

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial

Date Exercisable Expiration

Date

Amount or Number of Price of Derivative Security: Security Direct (D) or Indirect (Instr. 5)

Ownership

(I) Shares (Instr. 5)

1

Edgar Filing: FREDS INC - Form 3

Options on Class A Common Stock	12/15/2015(1)	12/15/2021	Class A Common Stock	1,000 (1)	\$ 15.95	D	Â
Options on Class A Common Stock	10/03/2015(2)	10/03/2018	Class A Common Stock	600 (2)	\$ 10.45	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Garner Ben 4300 NEW GETWELL ROAD MEMPHIS, TN 38118	Â	Â	VP	Â	

Signatures

Jerry Shore by power of attorney 03/03/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On date of promotion to VP, granted 1000 options which vest ratably over 5 year period.
- On date individual became SEC reporting person, he held 600 options which were granted on 10/3/2011. The options will vest in equal amounts on 10/03/2015 and 10/03/2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2