

Francesca's Holdings CORP
 Form 4
 December 08, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
BARNES MICHAEL W

(Last) (First) (Middle)

C/O FRANCESCA'S HOLDINGS CORPORATION, 8760 CLAY ROAD

(Street)

HOUSTON, TX 77080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Francesca's Holdings CORP [FRAN]

3. Date of Earliest Transaction (Month/Day/Year)

12/04/2014

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & President

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

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares		
Employee Stock Option (right to buy)	\$ 11.56	12/04/2014	A		1,000,000	<u>(1)(2)</u> 12/03/2024	Common Stock	1,000,000		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNES MICHAEL W C/O FRANCESCA'S HOLDINGS CORPORATION 8760 CLAY ROAD HOUSTON, TX 77080	X		CEO & President	

Signatures

/s/ Kal Malik, as attorney in fact 12/08/2014

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) This stock option was granted on December 4, 2014 and represents a contingent right to purchase up to 1,000,000 shares of the Issuer's common stock. Fifty percent of the total number of shares subject to the stock option award (the "Tranche 1 Shares" will be eligible to vest at the end of the three-year period consisting of the Issuer's 2015, 2016 and 2017 fiscal years, provided that (1) the closing price of the Issuer's common stock equals or exceeds \$20 for not less than 60 trading days during a period of not less than 90 consecutive trading days during such three-year period and (2) the Reporting Person remains continuously employed through the end of such three-year period.

(2) The remaining 50% of the total number of shares subject to the option award (the "Tranche 2 Shares") will be eligible to vest at the end of the two-year period consisting of the Issuer's 2018 and 2019 fiscal years, provided that (1) the closing price of the Issuer's common stock equals or exceeds \$25.00 for not less than 60 trading days during a period of not less than 90 consecutive trading days during such two-year period and (2) the Reporting Person remains continuously employed through the end of such two-year period. To the extent the Tranche 1 Shares do not become eligible to vest during the applicable three-year period described above, such shares will, subject to the Reporting Person's continuous employment with the Issuer through the last day of such period, remain eligible to vest on the same vesting terms as the Tranche 2 Shares.

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.