

CHARLOTTE RUSSE HOLDING INC  
Form 8-K  
March 31, 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)**

**March 28, 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 2.02 Results of Operations and Financial Condition.**

On March 28, 2006, Charlotte Russe Holding, Inc. issued a press release reporting an update to guidance for the second quarter of fiscal 2006 ending March 25, 2006. 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 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
99.1	Press Release dated March 28, 2006 reporting an update to guidance for the second quarter of fiscal 2006.

**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: March 31, 2006

By: \_\_\_\_\_ /s/ DANIEL T. CARTER

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