

CHARLOTTE RUSSE HOLDING INC  
Form 8-K  
January 02, 2008

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

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**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): December 26, 2007

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**Charlotte Russe Holding, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of

**000-27677**  
(Commission File Number)

**33-0724325**  
(I.R.S. Employer

incorporation)

Identification No.)

**4645 Morena Boulevard, San Diego, CA**  
(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 (see General Instruction A.2. below):

.. 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)

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- “ 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e)

On December 26, 2007, our Compensation Committee amended the Charlotte Russe Holding, Inc. Executive Officer Compensation Program (the Program ) to revise the methodology for calculation of the non-financial component of annual incentive bonuses granted pursuant to the Program. A copy of the Program as amended is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) **Exhibits.**

10.1 Charlotte Russe Holding, Inc. Executive Officer Compensation Program.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CHARLOTTE RUSSE HOLDING, INC.**

By: /s/ Patricia Kay Johnson  
Patricia Kay Johnson  
*Executive Vice President,  
Chief Financial Officer*

Date: January 2, 2008

**INDEX TO EXHIBITS**

- 10.1 Charlotte Russe Holding, Inc. Executive Officer Compensation Program.