Francesca's Holdings CORP Form 4 March 17, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Expires:

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Washington, D.C. 20549

3235-0287 Number: January 31,

2005

OMB APPROVAL

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Thomassee Cindy			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			Francesca's Holdings CORP [FRAN]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner		
C/O FRANCE CORPORATE ROAD			(Month/Day/Year) 03/15/2016	Director 10% OwnerX Officer (give title Other (specify below) Interim CFO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
HOUSTON TY 77080			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		

HOUSTON, TX //080

(State)

(Zip)

(City)

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

Person

						,	3
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities on Acquired (A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
(,		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
		, ,	,	,	Following	(Instr. 4)	(Instr. 4)
				(4)	Reported		
				(A)	Transaction(s)		
			Code V	or Amount (D) Price	(Instr. 3 and 4)		
Common Stock	03/15/2016		A	650 (1) A \$ 0	20,150	D	
Common Stock	03/15/2016		A	611 (2) A \$ 0	20,761	D	

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

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

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Officer Director 10% Owner Other

Thomassee Cindy C/O FRANCESCA'S HOLDINGS CORPORATION 8760 CLAY ROAD HOUSTON, TX 77080

Interim CFO

Signatures

/s/ Cindy

Thomassee 03/17/2016

Date **Signature of Reporting Person

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).

In March 2015, the Reporting Person was granted a performance stock award to potentially earn between 0% and 150% of the target number of shares upon the achievement of pre-established earnings per share ("EPS") and net sales growth ("Net Sales Growth"). The shares subject to the award are divided into three equal tranches with respect to each of fiscal year 2015, 2016 and 2017. Fifty percent of

- (1) the target number of shares subject to the award vest based upon the achievement of the EPS goal and the remaining fifty percent vest based upon the achievement of the Net Sales Growth goal. On March 15, 2016, the Issuer's Compensation Committee determined that, based upon the achievement of these metrics, the Reporting Person is eligible to receive 650 shares. To receive these shares, the Reporting Person must be continuously employed by the Issuer through the third anniversary of the grant date.
 - In April 2014, the Reporting Person was granted a performance stock award to potentially earn between 0% and 150% of the target number of shares upon the achievement of EPS and Net Sales Growth. The shares subject to the award are divided into three equal tranches with respect to each of fiscal year 2014, 2015 and 2016. Fifty percent of the target number of shares subject to the award vest
- (2) based upon the achievement of the EPS goal and the remaining fifty percent vest based upon the achievement of the Net Sales Growth goal. On March 15, 2016, the Issuer's Compensation Committee determined that, based upon the achievement of these metrics, the Reporting Person is eligible to receive 611 shares. To receive these shares, the Reporting Person must be continuously employed by the Issuer through the third anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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