

FREDS INC  
Form NT 10-Q  
September 13, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SEC FILE NUMBER**

**FORM 12b-25** 001-14565

**NOTIFICATION OF LATE FILING**

**CUSIP NUMBER**

356108100

*(Check one):*  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  Form 10-D  Form N-SAR

Form N-CSR

For Period Ended: August 4, 2018

Transition Report on Form 10-K

Transition Report on Form 20-F

Transition Report on Form 11-K

Transition Report on Form 10-Q

Transition Report on Form N-SAR

For the Transition Period Ended:

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*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I – REGISTRANT INFORMATION**

Fred's, Inc.

Full Name of Registrant

N/A

Former Name if Applicable

4300 New Getwell Road

Address of Principal Executive Office (*Street and Number*)

Memphis, Tennessee 38118

City, State and Zip Code

**PART II – RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form 10-N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

### **PART III – NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Fred's, Inc. (the "Company") is delayed in preparing and filing its Quarterly Report on Form 10-Q for the quarter ended August 4, 2018 (the "Form 10-Q") by the September 13, 2018 filing due date applicable to accelerated filers. The Company expects to file the Form 10-Q on or before the fifth calendar day following the prescribed due date. Should the Company be unable to file the Form 10-Q by such date it will continue its efforts to file the Form 10-Q as soon as practicable thereafter. The Company issued an earnings release and will hold its quarterly earnings call on September 13, 2018, consistent with its prior announcement.

On September 7, 2018, the Company entered into an Asset Purchase Agreement (the "WBA Asset Purchase Agreement") with Walgreen Co. ("WBA"), pursuant to which WBA has agreed to purchase certain prescription files and related data and records, retail pharmaceutical inventory and other assets from 185 of the Company's retail pharmacy stores, subject to satisfaction of the closing conditions set forth therein. The Company's management, accounting and legal personnel devoted significant resources toward negotiating the WBA Asset Purchase Agreement, which contributed to the Company's delay in preparing and filing the Form 10-Q.

In addition, during the fourth quarter of 2017, the Company's board of directors approved a plan to actively market for sale the Company's specialty pharmacy business and, as previously disclosed, the closing of the sale of the specialty pharmacy business occurred on June 1, 2018. The specialty pharmacy business met the criteria for "Assets held for Sale" in accordance with Accounting Standards Codification ("ASC") Topic 360 (ASC 360), *Property, Plant and Equipment* as of February 3, 2018 and, as such, the Company will be presenting the results of operations for the specialty pharmacy business as discontinued operations in accordance with ASC 205-20, *Results of Operations – Discontinued Operations* for all periods presented in the Form 10-Q. The delay in the Company's filing of the Form 10-Q is partially due to the closing of this transaction having occurred in the second fiscal quarter and the need for additional time to complete the accounting and reporting processes necessary to satisfy the requirement to reflect the discontinuation of the Company's specialty pharmacy operations.

The foregoing circumstances have delayed the preparation and review of the Form 10-Q and have made the timely filing of the Form 10-Q impracticable without undue hardship and expense to the registrant. As referenced above, the Company expects to file the Form 10-Q on or before the fifth calendar day following the prescribed due date.

#### ***Forward-Looking Statements***

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*Statements in this notification about the expected timing of the filing of the Form 10-Q and the Company's results of operations, other than historical facts, constitute forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Readers are cautioned not to place undue reliance on these forward-looking statements and any such forward-looking statements are qualified in their entirety by reference to the following cautionary statements.*

*All forward-looking statements speak only as of the date hereof and are based on current expectations and involve a number of risks, uncertainties and assumptions that could cause the actual results to differ materially from such forward-looking statements, including, among other things, the time needed for the Company to finalize and file its Form 10-Q. Unless required by law, the Company expressly disclaims any obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.*

**PART IV – OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

Joseph M. Anto (901) 365-8880  
(Name) (Area Code) (Telephone Number)

Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or (2) Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

It is anticipated that there may be a significant change in the Company's results of operations for the fiscal quarter and six months ended August 4, 2018, as compared to the corresponding periods for the last fiscal year, primarily due to the Company's presentation of the results of operations for the specialty pharmacy business as discontinued operations in accordance with ASC 205-20, Results of Operations – Discontinued Operations. Except for the removal of the Company's specialty pharmacy business from continuing operations, the Company anticipates that its continuing operations for the fiscal quarter and six months ended August 4, 2018 will not differ significantly from the corresponding periods for the last fiscal year, except to the extent already disclosed by the Company in its prior filings and in the Company's earnings release furnished on the date hereof as Exhibit 99.1 to a Current Report on Form 8-K.

For the reasons described in part III, the Company requires additional time to complete the accounting and reporting processes necessary to satisfy the requirement to reflect the discontinuation of its specialty pharmacy operations, and as such, the Company is unable to provide a reasonable estimate of the changes in results of operations for the fiscal quarter and six months ended August 4, 2018 from the results of operations for the corresponding periods for the last fiscal year other than as disclosed in the Company's earnings release.

**Fred's, Inc.**

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 13,  
2018

By: /s/ Joseph M. Anto

Name: Joseph M. Anto

Title: Interim Chief Executive Officer, Executive Vice President, Chief Financial Officer  
and Secretary

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional  
misstatements or  
omissions of fact  
constitute Federal  
Criminal  
Violations (See 18  
U.S.C. 1001).**