FREDS INC

Form 3 July 22, 2015 UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB APPROVAL** FORM 3 Washington, D.C. 20549 OMB 3235-0104 Number: January 31, **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF** Expires: 2005 **SECURITIES** Estimated average burden hours per Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 0.5 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement FREDS INC [FRED] McElroy Jill (Month/Day/Year) 06/29/2015 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 4300 NEW GETWELL ROAD (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) Director 10% Owner _X_ Form filed by One Reporting _X__ Officer _ Other Person MEMPHIS. TNÂ 38118 (give title below) (specify below) Form filed by More than One VP Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities 3 Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect **(I)** (Instr. 5) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 2. Date Exercisable and 3. Title and Amount of 4. 5. 6. Nature of Indirect Security **Expiration** Date Securities Underlying Conversion Ownership Beneficial (Month/Day/Year) (Instr. 4) **Derivative Security** or Exercise Form of Ownership (Instr. 4)

Date Exercisable Expiration Date

Title

Price of Derivative Security Amount or Number of Shares

Derivative (Instr. 5) Security: Direct (D) or Indirect (Instr. 5)

(I)

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 $\begin{array}{c} \text{Options on Class A} \\ \text{Common Stock} \stackrel{(1)}{\underline{(1)}} \end{array} \quad \begin{array}{c} 06/29/2016 \stackrel{(1)}{\underline{(1)}} & 06/29/2022 \\ 06/29/2022 \\ \text{Stock} \end{array} \quad \begin{array}{c} \text{Class A} \\ \text{Common } & 4,000 \stackrel{(1)}{\underline{(1)}} & \$ 19.32 \\ \text{Stock} \end{array} \quad D \quad \hat{A} \end{array}$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McElroy Jill 4300 NEW GETWELL ROAD MEMPHIS, TN 38118	Â	Â	VP	Â
Signatures				
Jerry Shore by power of attorney	07/22/2015			

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) As part of a promotion to SEC reporting person, employee was granted 4000 options which are scheduled to vest pro rata over a five year service period on the anniversary dates 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. 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.