### Edgar Filing: FREDS INC - Form 4

FREDS INC												
Form 4												
August 19, 20	016											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL			
	UNITE	D STATES				ND EXC D.C. 205		NGE (	COMMISSION	OMB Number:	3235-0287	
Check this if no long subject to Section 16 Form 4 or Form 5 obligation	er <b>STATE</b> 5. Filed pr	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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							Expires: January 31 2003 Estimated average burden hours per response 0.3			
may conti <i>See</i> Instru 1(b).	nue. Section 1		of the Inv	•		•	• •			911		
(Print or Type R	esponses)											
			Symbol	•					5. Relationship of Reporting Person(s) to Issuer			
		FREDS I				,D]			(Check all applicable)			
4300 NEW GETWELL ROAD (Month/D 08/17/20 (Street) 4. If Ame			(Month/Da	5. Date of Earliest Transaction Month/Day/Year) 08/17/2016					Director X Officer (giv below)	ive title 10% Owner below) SVP		
			Amendment, Date Original I(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MEMPHIS,	TN 38118									More than One Re		
(City)	(State)	(Zip)	Table	e I - Non-	De	rivative S	lecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Class A Common Stock (1)	08/17/2016			A <u>(1)</u>		1,750 (1)	А	\$0	8,256	D		

Reminder: Report on a separate line for each class of securities beneficially 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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: FREDS INC - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Lauren Lilia 4300 NEW GETWELL ROAD MEMPHIS, TN 38118			SVP				
Signatures							
Jerry Shore by power of	00	10/2016					

attorney 08/19/2016

\*\*Signature of Reporting Person

### Date

## **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).

(1) Granted 1750 shares of restricted stock. Restrictions lapse 25% per year beginning on the second 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. 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.