

CHARLOTTE RUSSE HOLDING INC
Form 8-K
November 26, 2007

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

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): November 16, 2007

Charlotte Russe Holding, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

000-27677
(Commission File Number)

33-0724325
(I.R.S. Employer
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 November 16, 2007, our Board of Directors amended the Charlotte Russe Holding, Inc. Executive Officer Compensation Program (the Program) to, among other things, (i) provide that the financial component of our executive officers' annual incentive bonuses will be based on goals related to operating income, rather than net income, (ii) revise the methodology for calculation of such annual incentive bonuses and (iii) provide that no non-financial component of such annual incentive bonuses will be paid if specified minimum operating income goals are not met. 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/ Patti Johnson
Patti Johnson
*Executive Vice President,
Chief Financial Officer*

Date: November 20, 2007

INDEX TO EXHIBITS

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