

CHARLOTTE RUSSE HOLDING INC  
Form 8-K  
July 23, 2008

**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): July 23, 2008

**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):

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- .. 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)
  
- .. 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))

**Item 2.02 Results of Operations and Financial Condition.**

On July 23, 2008, Charlotte Russe Holding, Inc. issued a press release reporting its results of operations for the third quarter of fiscal 2008 ending June 28, 2008. A copy of the press release is attached as Exhibit 99.1 to this current report on Form 8-K and incorporated by reference herein.

The information in this item (including Exhibit 99.1) is being furnished pursuant to Item 2.02 and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

99.1 Press Release dated July 23, 2008 reporting its results of operations for the third quarter of fiscal 2008.

**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: July 23, 2008

**INDEX TO EXHIBITS**

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