Delaware (State or other jurisdiction

of incorporation)

SECURITIES

r jurisdiction (Commission File Number) (I.R.S. Employ		Washington, D.C. 20549	
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 April 20, 2004 Date of Report (Date of earliest event reported) CHARLOTTE RUSSE HOLDING, INC. (Exact name of Registrant as specified in charter) ware r jurisdiction 0-27677 (Commission File Number) 33-0724325		FORM 8-K	
the Securities Exchange Act of 1934 April 20, 2004 Date of Report (Date of earliest event reported) CHARLOTTE RUSSE HOLDING, INC. (Exact name of Registrant as specified in charter) ware r jurisdiction 0-27677 (Commission File Number) 33-0724325		CURRENT REPORT	
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er jurisdiction (Commission File Number) (I.R.S. Employ	CHARLO		NG, INC.
			33-0724325
		(Commission File Number)	(I.R.S. Employer Identification No.)

San Diego, California 92117

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(858) 587-1500

 $(Address, including\ zip\ code, and\ telephone\ number, including\ area\ code, of\ principal\ executive\ officers)$

N/A

(Former name or former address, if changed since last report)

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ITEM 5. OTHER EVENTS AND REQUIRED FD DISCLOSURE

On April 20, 2004, Charlotte Russe Holding, Inc. (the Company) announced an underwritten public offering of 3,000,000 shares of common stock held by certain affiliates of Saunders Karp & Megrue Partners, LLC at a price of \$17.60 per share. The offering is being made under the existing 4,000,000-share shelf registration statement on Form S-3 (No. 333-111528) that was filed with the Securities and Exchange Commission on December 23, 2003, as supplemented. Piper Jaffray & Co. acted as the sole underwriter for this offering.

The Underwriting Agreement dated as of April 20, 2004, by and among the Company, SK Equity Fund, L.P., SK Investment Fund, L.P. and Piper Jaffray & Co. is attached to this report as Exhibit 1.1.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

Exhibit No.	Document Description
1.1	Underwriting Agreement, dated as of April 20, 2004, by and among the Company, SK Equity Fund, L.P., SK Investment Fund, L.P. and Piper Jaffray & Co.

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Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its
behalf by the undersigned hereunto duly authorized.

SIGNATURE

	CHARLOTTE RUSSE HOLDING, INC.		
Dated: April 20, 2004	By:	/s/ DANIEL T. CARTER	
		Daniel T. Carter	
		Executive Vice President and	
		Chief Financial Officer	