

CHARLOTTE RUSSE HOLDING INC

Form 8-K

April 21, 2004

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**

April 20, 2004

Date of Report (Date of earliest event reported)

CHARLOTTE RUSSE HOLDING, INC.

(Exact name of Registrant as specified in charter)

Delaware
(State or other jurisdiction

of incorporation)

0-27677
(Commission File Number)

33-0724325
(I.R.S. Employer

Identification No.)

4645 Morena Boulevard

San Diego, California 92117

(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)

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

<u>Exhibit No.</u>	<u>Document Description</u>
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.

