

CHARLOTTE RUSSE HOLDING INC  
Form SC 13G/A  
February 14, 2003

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 2) \*

CHARLOTTE RUSSE HOLDING, INC.

-----  
(NAME OF ISSUER)

COMMON STOCK, \$.01 PAR VALUE PER SHARE

-----  
(TITLE OF CLASS OF SECURITIES)

161048103

-----  
(CUSIP NUMBER)

December 31, 2002

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/ / Rule 13d-1(b)

/ / Rule 13d-1(c)

/X/ Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Cusip No. 161048  
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-----  
(1) NAME OF REPORTING PERSON.  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).  
  
SK Equity Fund, L.P. (IRS ID No. 061312136)  
-----

-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)   
-----

(3) SEC USE ONLY  
-----

-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware  
-----

Number of Shares  
Beneficially  
Owned by  
Each Reporting  
Person With:

(5) Sole Voting Power  
  
10,697,358  
-----

(6) Shared Voting Power  
  
0  
-----

(7) Sole Dispositive Power  
  
10,697,358  
-----

(8) Shared Dispositive Power  
  
0  
-----

-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
10,697,358  
-----

-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
  
-----

-----  
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
46.1%  
-----

-----  
(12) TYPE OF REPORTING PERSON  
  
PN  
-----

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-----  
(1) NAME OF REPORTING PERSON.  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).

SK Investment Fund, L.P. (IRS ID No. 061408409)

-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

-----  
(3) SEC USE ONLY

-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
Number of Shares  
Beneficially  
Owned by  
Each Reporting  
Person With:

(5) Sole Voting Power

109,990  
-----

(6) Shared Voting Power

0  
-----

(7) Sole Dispositive Power

109,990  
-----

(8) Shared Dispositive Power

0  
-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

109,990  
-----

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

-----  
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.5%  
-----

(12) TYPE OF REPORTING PERSON

PN  
-----

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-----  
(1) NAME OF REPORTING PERSON.  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).

SK Partners, L.P. (IRS ID No. 061301330)

-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

-----  
(3) SEC USE ONLY

-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

Number of Shares  
Beneficially  
Owned by  
Each Reporting  
Person With:

(5) Sole Voting Power

10,807,348  
-----

(6) Shared Voting Power

0  
-----

(7) Sole Dispositive Power

10,807,348  
-----

(8) Shared Dispositive Power

0  
-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,807,348  
-----

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

-----  
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

46.6%  
-----

(12) TYPE OF REPORTING PERSON

PN  
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-----  
(1) NAME OF REPORTING PERSON.  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).

Saunders Karp & Megrue Partners, LLC (IRS ID No. 061535862)

-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

-----  
(3) SEC USE ONLY

-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

Number of Shares (5) Sole Voting Power

Beneficially

Owned by

Each Reporting

Person With:

10,807,348  
-----

(6) Shared Voting Power

0  
-----

(7) Sole Dispositive Power

10,807,348  
-----

(8) Shared Dispositive Power

0  
-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,807,348  
-----

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

-----  
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

46.6%  
-----

(12) TYPE OF REPORTING PERSON

CO  
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- Item 1(a) Name Of Issuer: Charlotte Russe Holding, Inc.
- Item 1(b) Address Of Issuer's Principal Executive Offices:  
4645 Morena Boulevard, San Diego, California 92117
- Item 2(a) Name Of Person Filing:
- This statement is filed on behalf of the persons identified in Item 4 below. Each person filing this statement acknowledges that he is responsible for the completeness and accuracy of the information contained herein concerning that person, but is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.
- Item 2(b) Address Of Principal Business Office Or, If None, Residence:
- For SK Equity Fund, L.P., SK Investment Fund, L.P., SKM Partners, L.P., Saunders Karp & Megrue Partners, LLC:
- 262 Harbor Drive  
Stamford, CT 06902
- Item 2(c) Citizenship:
- Each of the persons filing this statement is an organization created or governed under the laws of the State of Delaware.
- Item 2(d) Title Of Class Of Securities:
- This statement relates to the Company's common stock, par value \$.01 per share (the "Common Stock").
- Item 2(e) CUSIP Number:
- 161048103
- Item 3 If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c)
- Not Applicable.
- Item 4 Ownership:
- Incorporated by reference to Items (5) - (9) and (11) of the cover page pertaining to each reporting person.
- Note 1: SKM Partners, L.P. (the "General Partner") is the general partner of each of the SK Equity Fund L.P. and the SK Investment Fund, L.P. (the "Funds"). Saunders Karp & Megrue Partners, LLC (the "LLC"), is the general partner of the General Partner.

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- Item 5                    Ownership Of Five Percent Or Less Of A Class:  
Not Applicable
- Item 6                    Ownership Of More Than Five Percent On Behalf Of Another  
Person:  
Not Applicable
- Item 7                    Identification And Classification Of The Subsidiary Which  
Acquired The Security Being Reported On By The Parent Company:  
Not Applicable
- Item 8                    Identification And Classification Of Members Of The Group:  
See Item 4 above.
- Item 9                    Notice Of Dissolution Of Group:  
Not Applicable
- Item 10                   Certification:  
Not Applicable

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2003

SK EQUITY FUND, L.P.

By: SKM PARTNERS, L.P., as General Partner

By: SAUNDERS KARP & MEGRUE PARTNERS, LLC,  
as General Partner

By: /s/ David J. Oddi

-----  
Authorized Member

SK INVESTMENT FUND, L.P.

By: SKM PARTNERS, L.P., as General Partner

By: SAUNDERS KARP & MEGRUE PARTNERS, LLC,  
as General Partner

By: /s/ David J. Oddi

-----  
Authorized Member

SKM PARTNERS, L.P.

By: SAUNDERS KARP & MEGRUE PARTNERS, LLC,  
as General Partner

By: /s/ David J. Oddi

-----  
Authorized Member

SAUNDERS KARP & MEGRUE PARTNERS, LLC

By: /s/ David J. Oddi

-----  
Authorized Member