

Citi Trends Inc  
Form 8-K  
May 23, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 18, 2006

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**Citi Trends, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction

of incorporation)

**333-123028**  
(Commission File Number)

**52-2150697**  
(IRS Employer

Identification No.)

**102 Fahm Street, Savannah, Georgia**  
(Address of principal executive offices)

**31401**  
(Zip Code)

Registrant's telephone number, including area code: (912) 236-1561

Former name or former address, if changed since last report: Not applicable

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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))**
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**Item 1.01. Entry into a Material Definitive Agreement.**

On May 18, 2006, Citi Trends, Inc., a Delaware corporation ( the Company ), entered into an amendment (the Fifth Amendment ) to its Loan and Security Agreement dated April 2, 1999, as amended (the Loan Agreement ), with Wachovia Bank, N.A. The Fifth Amendment provides, subject to certain conditions, that the reduction by Hampshire Equity Partners, L.P., the Company s largest stockholder, of its investment in the Company is not an event of default under the Loan Agreement.

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

On May 18, 2006, the Company issued a press release reporting its financial results for the thirteen weeks ended April 29, 2006 (the Earnings Announcement ). A copy of the Earnings Announcement is attached to this Current Report on Form 8-K ( Current Report ) as Exhibit 99.1 and the contents of which are incorporated herein solely for purposes of this Item 2.02 disclosure. On May 18, 2006, the Company held a conference call to discuss its financial results for the thirteen weeks ended April 29, 2006. A transcript of that conference call is attached to this Current Report as Exhibit 99.2.

The information in this Current Report, including the exhibits attached hereto, is being furnished and shall not be deemed 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 such section. The information in this Current Report, including the exhibits, shall not be incorporated by reference into any filings under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing.

**Item 7.01. Regulation FD Disclosure.**

A copy of the Earnings Announcement is furnished by being attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated May 18, 2006
99.2	Transcript of conference call held by Citi Trends, Inc. on May 18, 2006.

**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 thereunto duly authorized.

CITI TRENDS, INC.

Date: May 23, 2006

By: /s/ Thomas W. Stoltz  
Name: Thomas W. Stoltz  
Title: Chief Financial Officer

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Exhibit Index

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