

CHARLOTTE RUSSE HOLDING INC  
Form 8-K  
October 26, 2007

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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): October 23, 2007**

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**Charlotte Russe Holding, Inc.**

(Exact name of registrant as specified in its charter)

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**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.)

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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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On October 23, 2007, Mark Rivers notified us that he will resign as a member of our board of directors for personal reasons, effective immediately.

(d) On October 24, 2007, Herbert Kleinberger was appointed as a member of our board of directors, effective immediately. Mr. Kleinberger was also appointed as a member of our audit committee and compensation committee. In connection with his appointment, Mr. Kleinberger was granted a stock option to purchase 10,000 shares of our common stock. The stock option vests in equal monthly installments over the next four years and has an exercise price equal to the closing price of our common stock on October 24, 2007.

**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: October 26, 2007