

FRANCESCA'S HOLDINGS CORP

Reported by
MALIK KHALID MIR

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/16/17 for the Period Ending 03/14/17

Address	8760 CLAY ROAD Houston, TX 77080
Telephone	713-864-1358
CIK	0001399935
Symbol	FRAN
SIC Code	5600 - Retail-Apparel & Accessory Stores
Industry	Apparel & Accessories Retailers
Sector	Consumer Cyclical
Fiscal Year	01/28

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
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[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person -* Malik Khalid Mir (Last) (First) (Middle) C/O FRANCESCA'S HOLDINGS CORPORATION, 8760 CLAY ROAD (Street) HOUSTON, TX 77080 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Francesca's Holdings CORP [FRAN] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/14/2017</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Administrative Officer
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	3/14/2017		A		10867 (1)	A	\$0	157698	D	
Common Stock	3/14/2017		A		8422 (2)	A	\$0	166120	D	
Common Stock	3/14/2017		A		7922 (3)	A	\$0	174042	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (Represents shares of restricted stock under the Francesca's Holdings Corporation 2015 Equity Incentive Plan which vests in one installment on the third anniversary of the grant date, subject to the Reporting Person's continued service to the Issuer.
- (In March 2015, the Reporting Person was granted a performance stock award to potentially earn between 0% and 150% of the target number of shares upon the achievement of pre-established level of earnings per share ("EPS") and net sales growth ("Net Sales Growth") goals. The shares subject to the award are divided into three equal tranches with respect to each of fiscal year 2015, 2016 and 2017. Fifty percent of the target number of shares subject to the award vest based upon the achievement of the EPS goal and the remaining fifty percent vest based upon the achievement of the Net Sales Growth goal. On March 14, 2017, the Issuer's Compensation Committee determined that, based upon the achievement of these metrics during fiscal year 2016, the Reporting Person is eligible to receive 8,422 shares for that fiscal year. To receive these shares, the Reporting Person must be continuously employed by the Issuer through the third anniversary of the grant date.
- (In April 2014, the Reporting Person was granted a performance stock award to potentially earn between 0% and 150% of the target number of shares upon the achievement of pre-established level of EPS and Net Sales Growth goals. The shares subject to the award are divided into three equal tranches with respect to each of fiscal year 2014, 2015 and 2016. Fifty percent of the target number of shares subject to the award vest based upon the achievement of the EPS goal and the remaining fifty percent vest based upon the achievement of the Net Sales Growth goal. On March 14, 2017, the Issuer's Compensation Committee determined that, based upon the achievement of these metrics during fiscal year 2016, the Reporting Person is eligible to receive 7,922 shares for that fiscal year. To receive these shares, the Reporting Person must be continuously employed by the Issuer through the third anniversary of the grant date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Malik Khalid Mir C/O FRANCESCA'S HOLDINGS CORPORATION 8760 CLAY ROAD HOUSTON, TX 77080			Chief Administrative Officer	

Signatures

/s/ Kal Malik

3/16/2017

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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