

# FRANCESCA'S HOLDINGS CORP

Filed by  
**RE ADVISERS CORP**

## **FORM SC 13G** (Statement of Ownership)

Filed 02/14/17

Address	8760 CLAY ROAD Houston, TX 77080
Telephone	713-864-1358
CIK	0001399935
Symbol	FRAN
SIC Code	0000 - Unknown
Fiscal Year	01/28

# SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
§ 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO § 240.13d-2  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. \_\_\_)\*

FRANCESCA'S HOLDINGS CORPORATION  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

351793104  
(CUSIP Number)

Calendar Year 2016  
(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)  
 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. 351793104

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1 **Names of Reporting Persons**

RE Advisers Corporation (52-1694000)  
National Rural Electric Cooperative Association ("NRECA") (53-0116145)

2 **Check the Appropriate Box if a Member of a Group** \*  (a)  (b)

3 **SEC Use Only**

4 **Citizenship or Place of Organization**

RE Advisers Corporation, Virginia; NRECA, District of Columbia

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Number of 5 **Sole Voting Power**

Shares 2,116,000

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Beneficially 6 **Shared Voting Power**

Owned by Each 0

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Reporting 7 **Sole Dispositive Power**

Person With 2,116,000

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8 **Shared Dispositive Power**

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9 **Aggregate Amount Beneficially Owned By Each Reporting Person**

2,116,000

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10 **Check if the Aggregate Amount in Row (9) Excludes Certain Shares [ ]**

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11 **Percent of Class Represented by Amount in Row (9)**

5.60%

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12 **Type of Reporting Person**

IA (RE Advisers Corporation), HC (NRECA)

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**Item 1(a). Name of Issuer:**

Francesca's Holdings Corporation

**Item 1(b). Address of Issuer's Principal Executive Offices:**

8760 Clay Road  
Houston, TX 77080

**Item 2(a). Name of Person Filing:**

RE Advisers Corporation  
National Rural Electric Cooperative Association

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

4301 Wilson Boulevard  
Arlington, VA 22203

**Item 2(c). Citizenship:**

RE Advisers Corporation, Virginia; NRECA, District of Columbia

**Item 2(d). Title of Class of Securities:**

Common Stock

**Item 2(e). CUSIP Number:**

351793104

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

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**Item 4. Ownership.**

Amount beneficially owned: 2,116,000

- (a) Percent of class: 5.60%
- (b) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote 2,116,000
  - (ii) Shared power to vote or to direct the vote 0
  - (iii) Sole power to dispose or to direct the disposition of 2,116,000
  - (iv) Shared power to dispose or to direct the disposition of 0

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [  ]

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

N/A

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

N/A

**Item 8. Identification and Classification of Members of the Group.**

N/A

**Item 9. Notice of Dissolution of Group.**

N/A

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**Item 10. Certifications.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**RE ADVISERS CORPORATION**

February 14, 2017

\_\_\_\_\_  
(date)

/s/ Danielle C. Sieverling

\_\_\_\_\_  
(Signature)

Danielle C. Sieverling

Chief Compliance Officer and Secretary

\_\_\_\_\_  
(Name and Title)

JOINT FILING AGREEMENT

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is 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.

In accordance with Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of such a statement on Schedule 13G and any amendments thereto with respect to the equity securities (as defined in Rule 13d-1(i)) of the issuer, beneficially owned by each of them. This Joint Filing Agreement shall be included as an exhibit to such Schedule 13G and any amendments thereto.

Date: February 14, 2017

RE Advisers Corporation

By: /s/Stephen J. Kaszynski

Name: Stephen J. Kaszynski

Title: President and Chief Executive Officer

National Rural Electric Cooperative Association

By: /s/ Danielle C. Sieverling

Name: Danielle C. Sieverling

Title: Vice President, Chief Risk and Compliance Officer