

# FRANCESCA'S HOLDINGS CORP

## **FORM 8-K** (Current report filing)

Filed 04/12/17 for the Period Ending 04/10/17

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

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**FORM 8-K**

---

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **April 10, 2017**

**FRANCESCA'S HOLDINGS CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-35239**

(Commission File Number)

**20-8874704**

(I.R.S. Employer Identification No.)

**8760 Clay Road,  
Houston, Texas**

(Address of Principal Executive Offices)

**77080**

(Zip Code)

**(713) 864-1358**

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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:

- 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))
-

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

(d) On April 10, 2017, the Board of Directors (the “Board”) of Francesca’s Holdings Corporation (the “Company”) appointed Philip Bleser to serve as a Class III independent director of the Company, effective April 17, 2017 (the “Appointment Date”). The Board also appointed Mr. Bleser to serve as a member of the Board’s Audit and Compensation committees.

In connection with such appointment to the Board, Mr. Bleser will be entitled to receive the annual retainer in accordance with the Company’s director compensation policy, which will be prorated for the period from the Appointment Date through the date of the Company’s 2017 Annual Meeting of Stockholders. Mr. Bleser will also receive an award of restricted shares of the Company’s common stock under the 2015 Francesca’s Holdings Equity Incentive Plan. The number of restricted shares shall be determined by prorating \$100,000 for the period from the Appointment Date through the date of the Company’s 2017 Annual Meeting of Stockholders and dividing that amount by the closing price of the Company’s common stock on the Appointment Date. The award will vest in one installment on June 8, 2017, subject to Mr. Bleser’s continued service through such date. The terms and conditions of the restricted stock award to Mr. Bleser are similar to the terms and conditions of restricted stock awards granted to the Company’s directors generally.

There was no arrangement or understanding between Mr. Bleser and any other person pursuant to which Mr. Bleser was appointed as a director of the Company. There are no family relationships between Mr. Bleser and any director or executive officer of the Company, and Mr. Bleser has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

**Item 7.01. Regulation FD Disclosure.**

The Company issued a press release on April 12, 2017 announcing the changes to the Company’s Board as set forth in Item 5.02 of this Current Report on Form 8-K. A copy of such press release is furnished as Exhibit 99.1 to this report. This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

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

99.1 Press Release issued by Francesca’s Holdings Corporation on April 12, 2017.

---



## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release issued by Francesca's Holdings Corporation on April 12, 2017.

---



### francesca's® Appoints Philip Bleser to Its Board of Directors

**HOUSTON, TEXAS April 12, 2017** -- Francesca's Holdings Corporation (Nasdaq: FRAN) announced today that the Board of Directors ("Board") has appointed Philip Bleser as a member of the Board effective as of April 17, 2017. Mr. Bleser will serve on the Audit and Compensation committees of the Board.

Mr. Bleser brings to the Board broad strategic, corporate governance, managerial, financial and operational experience as well as business leadership expertise gained over the course of a distinguished career. Mr. Bleser held numerous senior leadership positions at J.P. Morgan Chase & Co., ("J.P. Morgan"), which he joined in 1974. While at J.P. Morgan, he served as the CEO of Global Corporate Bank in North America from 2010 to 2015 and CEO of Mid-Corporate Banking from 2003 to 2010. Prior to his retirement from J.P. Morgan, Mr. Bleser served as the Chairman of Global Corporate Banking from April 2015 to July 2016. Currently, Mr. Bleser is a member of the Board of Trustees of Pace University in New York. From 2011 to 2016, he served as a member of the board of directors of Private Export Funding Corporation where he also served on the Audit and Compensation and Development committees.

Rick Kunes, Chairman of the Board, commented, "We are excited to welcome Phil Bleser to the francesca's Board of Directors. Phil's deep experience in managing one of the world's largest banks will tremendously benefit the company. On behalf of the Board, we welcome Phil to francesca's and look forward to his invaluable future contributions."

#### About Francesca's Holdings Corporation

francesca's® is a growing specialty retailer which operates a nationwide-chain of boutiques providing customers a unique, fun and personalized shopping experience. The merchandise assortment is a diverse and balanced mix of apparel, jewelry, accessories and gifts. Today francesca's® operates approximately 671 boutiques in 48 states and the District of Columbia and also serves its customers through francescas.com. For additional information on francesca's®, please visit [www.francescas.com](http://www.francescas.com).

#### CONTACT:

ICR, Inc.  
Jean Fontana  
646-277-1214

Company  
Kelly Dilts 832-494-2236  
Kate Venturina 832-494-2233  
[ir@francescas.com](mailto:ir@francescas.com)

---