HHGREGG, INC.

FORM
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Filed 7/19/2007 For Period Ending 7/19/2007

Address	4151 EAST 96TH STREET
	INDIANAPOLIS, Indiana 46240
Telephone	317-848-8710
CIK	0001396279
Fiscal Year	03/31

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FORM 3

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

OMB APPROVAL
OMB Number: 3235-0104
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement (MM/DD/YYYY)	3. Issuer Name **and** Ticker or Trading Symbol
ROTH JOHN M	**7/19/2007**	**hhgregg, Inc. [HGG]**
(Last) (First) (Middle) **299 PARK AVENUE, 20TH FLOOR**	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) __ **X** __ Director ___ **X** ___ 10% Owner _____ Officer (give title below) _____ Other (specify below)	
(Street) **NEW YORK, NY 10171** (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value $0.0001 per share	**18242776**	**I**	**By Freeman Spogli & Co.** (1)

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

(1) John M. Roth is a director of the Issuer and a managing member of the general partners of FS Equity Partners V, L.P. and FS Affiliates V, L.P., the record holders of the shares. Mr. Roth expressly disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest in them.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROTH JOHN M **299 PARK AVENUE** **20TH FLOOR**	**X**	**X**		

NEW YORK, NY 10171				

Signatures

/s/ John M. Roth	**7/19/2007**
** 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 5(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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