SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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	. ,	1					
1. Name and Address of Reporting Person [*] Hampshire Equity Partners II, L.P.			2. Date of Event Requiring Statement (Month/Day/Year)		3. Issuer Name and Ticker or Trading Symbol <u>Citi Trends Inc</u> [CTRN]					
			05/17/2005		4. Relationship of Reporting Perso	on(s) to Issue			ate of Original Filed	
(Last) (Fi	rst)	(Middle)			(Check all applicable) Director X	10% Owne	I	(Month/Day/Year) 05/17/2005		
520 MADISON A	AV ENUE				Officer (give title	Other (spe	cify			
(Street)					below) A See Exhibit 9	below) 9 1		 Individual or Join Applicable Line) 	t/Group Filing (Check	
NEW YORK N	Y	10022				5.1			by One Reporting Person by More than One Person	
(City) (Si	tate)	(Zip)								
			Table I - No	n-Deriva	tive Securities Beneficial	ly Owned				
1. Title of Security (I	nstr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect ((Instr. 5)	;t(D) (I	. Nature of Indirec nstr. 5)	t Beneficial Ownership	
Common Stock, p	ar value \$.(01 per share			7,546,404 ⁽¹⁾	D ⁽²⁾				
Common Stock, p	ar value \$.(01 per share			1,255,486	D ⁽³⁾				
	(e.g., puts, c.a. Title of Derivative Security (Instr. 4) 2. Date Exer Expiration I (Month/Day) Date Exercisable cock Options (1999 Stock Option Plan) 08/02/2003 cock Options (1999 Stock Option Plan) 10/30/2004 Name and Address of Reporting Person*				25,109	D ⁽⁴⁾				
, P			Tabla II	Dorivativ	e Securities Beneficially	Owned				
		(ants, options, convertible		s)			
1. Title of Derivative	Security (In	str. 4)	2. Date Exer Expiration D		3. Title and Amount of Securit Underlying Derivative Security		4. Convers	5. sion Ownership	6. Nature of Indirect Beneficial Ownership	
			(Month/Day/	Year)			or Exer	Direct (D)	(Instr. 5)	
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivati Security			
Stock Options (19	99 Stock O	ption Plan)	08/02/2003	08/02/2013	Common Stock, par value \$.01 per share	37,050 ⁽¹⁾	3.615	54 D ⁽²⁾		
Stock Options (19	99 Stock O	ption Plan)	10/30/2004	10/30/2014	Common Stock, par value \$.01 per share	29,562(1)	6.846	52 D ⁽²⁾		
1. Name and Address	s of Reporting	g Person [*]	-		•	•			•	
<u>Hampshire Eq</u>	<u>uity Parti</u>	<u>ners II, L.P.</u>								
	/ _			-						
(Last) 520 MADISON A	(First) AVENUE	(Midd	le)							
(Street)				-						
NEW YORK	NY	1002	2	_						
(City)	(State)	(Zip)		_						
1. Name and Address <u>Hampshire Eq</u>			<u>).B. II, LP</u>							
(Last)	(First)	(Midd	le)	-						
520 MADISON A		x	- /							
(Street) NEW YORK NY 10022		2	-							
(City)	(State)	(Zip)								
1. Name and Address <u>Hampshire Eq</u>			L LP							
(Last) 520 MADISON A	(First)	(Midd	le)	-						

(Street) NEW YORK	NY	10022	
(City)	(State)	(Zip)	
1. Name and Address			
<u>Lexington Eq</u>	<u>uity Partners (</u>	<u>Cayman II, LP</u>	
(Last)	(First)	(Middle)	
520 MADISON A	AVENUE		
(Street)			
NEW YORK	NY	10022	
(City)	(State)	(Zip)	
1. Name and Address <u>Lexington Eq</u>			
(Last) 520 MADISON A	(First) AVENUE	(Middle)	
(Street) NEW YORK	NY	10022	
(City)	(State)	(Zip)	
1. Name and Address Lexington Eq			
(Last)	(First)	(Middle)	
520 MADISON	AVENUE		
(Street)			
NEW YORK	NY	10022	

Explanation of Responses:

1. The Form 3 filed on May 17, 2005, as amended by a Form 3/A filed on May 23, 2005 (as amended, the "Original Form 3") erroneously included the 66,612 stock options reported under Table II of this amendment in the aggregate number of shares reported in column 2 of Table I.

2. These shares and options are held in the name of Hampshire Equity Partners II, L.P. ("HEP II"). Lexington Equity Partners II, Inc. is the general partner of Lexington Equity Partners II, L.P., which is the general partner of HEP II. Lexington Equity Partners II, Inc. is the ultimate beneficial owner of all shares and options reported hereunder.

3. These shares are held in the name of Hampshire Equity Partners Cayman D.B. II, L.P. ("HEP D.B. II"). Lexington Equity Partners II, Inc. is the general partner of Lexington Equity Partners Cayman II, L.P., which is the general partner of HEP D.B. II. Lexington Equity Partners II, Inc. is the ultimate beneficial owner of all shares and options reported hereunder.

4. These shares are held in the name of Hampshire Equity Partners Cayman II, L.P. ("HEP Cayman II"). Lexington Equity Partners II, Inc. is the general partner of Lexington Equity Partners Cayman II, L.P., which is the general partner of HEP Cayman II. Lexington Equity Partners II, Inc. is the ultimate beneficial owner of all shares and options reported hereunder.

Remarks:

The aggregate number of beneficially owned shares reported hereby was previously reported on the Original Form 3. The aggregate beneficial ownership of the Reporting Persons has not changed since such filings.

HAMPSHIRE EQUITY PARTNERS II, L.P. By: Lexington Equity Partners II, L.P., its General Partner By: Lexington Equity Partners II, 04/03/2007 Inc., its General Partner By:/s/ Gregory P. Flynn Name: Gregory P. Flynn Title: Vice <u>President</u> HAMPSHIRE EQUITY PARTNERS CAYMAN D.B. II, L.P. By: Lexington Equity Partners Cayman II, L.P., its General Partner By: Lexington 04/03/2007 Equity Partners II, Inc., its General Partner By:/s/ Gregory P. Flynn Name: Gregory P. Flynn Title: Vice President HAMPSHIRE EQUITY 04/03/2007 PARTNERS CAYMAN II, L.P. By: Lexington Equity Partners Cayman II, L.P., its General Partner By: Lexington Equity

Partners II, Inc., its General Partner By:/s/ Gregory P. Flynn Name: Gregory P. Flynn Title: Vice President LEXINGTON EQUITY PARTNERS II, L.P. By: Lexington Equity Partners II, Inc., its General Partner By:/s/ 04/03/2007 Gregory P. Flynn Name: Gregory P. Flynn Title: Vice **President** LEXINGTON EQUITY PARTNERS CAYMAN II, L.P. By: Lexington Equity Partners II, Inc., its General Partner 04/03/2007 By:/s/ Gregory P. Flynn Name: Gregory P. Flynn Title: Vice **President** LEXINGTON EQUITY PARTNERS II, INC. By:/s/ Gregory P. Flynn Name: 04/03/2007 Gregory P. Flynn Title: Vice President ** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Hampshire Equity Partners II, L.P. ("HEP II") is a 10% holder of record of common stock of Citi Trends, Inc. ("Citi Trends"). Hampshire Equity Partners Cayman D.B. II, L.P. ("HEP D.B. II") and Hampshire Equity Partners Cayman II, L.P. ("HEP Cayman II" and together with HEP II and HEP D.B. II, the "Hampshire Funds") are also record holders of common stock of Citi Trends, Inc. and are controlled by the entity that also controls HEP II. See footnotes 2, 3 and 4 regarding beneficial ownership of shares held by the Hampshire Funds.