

**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): **February 10, 2016**

**Citi Trends, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**000-51315**  
(Commission File Number)

**52-2150697**  
(IRS Employer Identification No.)

**104 Coleman Boulevard, Savannah, Georgia**  
(Address of principal executive offices)

**31408**  
(Zip Code)

Registrant's telephone number, including area code: **(912) 236-1561**

Former name or former address, if changed since last report: **Not applicable**

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 (See General Instruction A.2 below):

- 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 2.02. Results of Operations and Financial Condition.**

On February 10, 2016, the Company issued a press release reporting its unaudited sales results for the fourth quarter and fiscal year ended January 30, 2016 (the "Press Release"). A copy of the Press Release is attached to this Current Report on Form 8-K ("Current Report") as Exhibit 99.1, the contents of which are incorporated herein solely for purposes of this Item 2.02 disclosure.

The information in this Item 2.02, including the Press Release attached to this Current Report, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of such section. The information in this Item 2.02, including the Press Release, shall not be incorporated by reference into any filings under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

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

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated February 10, 2016

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CITI TRENDS, INC.

Date: February 10, 2016

By: /s/ Bruce D. Smith  
Name: Bruce D. Smith  
Title: Chief Operating Officer and Chief Financial Officer

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**Exhibit Index**

<u>Exhibit No.</u>	<u>Description</u>
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99.1	Press Release dated February 10, 2016
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## CITI TRENDS ANNOUNCES FOURTH QUARTER AND FISCAL 2015 SALES AND DECLARES QUARTERLY DIVIDEND

***Fourth quarter comparable store sales decreased 5.0%  
compared with a 13.9% increase last year***

SAVANNAH, GA (February 10, 2016) — Citi Trends, Inc. (NASDAQ: CTRN) today reported unaudited sales for the fourth quarter and fiscal year ended January 30, 2016.

Total sales in the 13-week period ended January 30, 2016, decreased 2.8% to \$176.1 million compared with \$181.1 million in the 13-week period ended January 31, 2015. Comparable store sales in this year's fourth quarter decreased 5.0% from the fourth quarter of fiscal 2014, a quarter in which comparable store sales increased 13.9%. By month, comparable store sales were down 6.5% in November, down 0.9% in December and down 14.2% in January. The Company believes that January's decrease was largely the result of a later start to tax refund season, as comparable store sales were down 45% (approximately \$3.5 million) the last two days of the month.

For the year, total sales increased 1.9% to \$683.8 million compared with \$670.8 million in fiscal 2014. Comparable store sales decreased 0.1% for the full year.

Jason T. Mazzola, President and Chief Executive Officer, commented, "Fourth quarter sales were challenging, with unusually warm winter weather affecting all apparel categories. However, we continued to realize the benefits of strong inventory control and a new merchandise planning and allocation system, which led to another increase in quarterly gross margin and to a full year gross margin approximating 39%."

In addition, the Company announced that its Board of Directors has declared a quarterly dividend of \$0.06 per common share, payable on March 15, 2016, to shareholders of record as of the close of business on March 1, 2016.

**Investor Conference Call and Webcast**

The Company will report complete financial results for its fourth quarter and fiscal 2015 before the market opens on March 11, 2016. Citi Trends will host a conference call on the same day at 9:00 a.m. ET. The number to call for the live interactive teleconference is (212) 231-2912. A replay of the conference call will be available until March 18, 2016, by dialing (402) 977-9140 and entering the passcode, 21803639.

The live broadcast of Citi Trends' conference call will be available online at the Company's website, [www.cititrends.com](http://www.cititrends.com), under the Investor Relations section, on March 11, 2016, beginning at 9:00 a.m. ET. The online replay will follow shortly after the call and will be available for replay for one year.

[cititrends.com](http://cititrends.com) 104 Coleman Blvd. Savannah, GA 31408 P: 912.236.1561



During the conference call, the Company may discuss and answer questions concerning business, financial developments and trends after quarter-end. The Company's responses to questions, as well as other matters discussed during the conference call, may contain or constitute information that has not been disclosed previously.

**About Citi Trends**

Citi Trends, Inc. is a value-priced retailer of urban fashion apparel and accessories for the entire family. The Company operates 522 stores located in 31 states. Citi Trends' website address is [www.cititrends.com](http://www.cititrends.com). CTRN-G

**Forward-Looking Statements**

*All statements other than historical facts contained in this news release, including statements regarding our future financial results and position, business policy and plans and objectives of management for future operations, are forward-looking statements that are subject to material risks and uncertainties. The words "believe," "may," "could," "plans," "estimate," "continue," "anticipate," "intend," "expect" and similar expressions, as they relate to Citi Trends, are intended to identify forward-looking statements. Statements with respect to earnings guidance are forward-looking statements. Investors are cautioned that any such forward-looking statements are subject to the finalization of the Company's year-end financial and accounting procedures, are not guarantees of future performance or results and are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified. Actual results or developments may differ materially from those included in the forward-looking statements as a result of various factors which are discussed in Citi Trends, Inc. filings with the Securities and Exchange Commission. These risks and uncertainties include, but are not limited to, uncertainties relating to economic conditions, growth risks, consumer spending patterns, competition within the industry, competition in our markets and the ability to anticipate and respond to fashion trends. Any forward-looking statements by the Company, with respect to earnings guidance, the declaration and payment of dividends, the Company's share repurchase program, or otherwise, are intended to speak only as of the date such statements are made. Except as required by applicable law, including the securities laws of the United States and the rules and regulations of the Securities and Exchange Commission, Citi Trends does not undertake to publicly update any forward-looking statements in this news release or with respect to matters described herein, whether as a result of any new information, future events or otherwise.*

Contact: Bruce Smith  
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Chief Financial Officer  
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