

**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): **January 23, 2012**

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

On January 25, 2012, Citi Trends, Inc. (the "Company") announced that David Alexander resigned from the Company's Board of Directors (the "Board") on January 23, 2012 and as President and Chief Executive Officer ("CEO") of the Company as of January 24, 2012.

The Company also announced that, as of January 24, 2012, Ed Anderson has returned to the position of CEO. Pursuant to the terms of his employment arrangement, Mr. Anderson's base salary will be \$700,000 and his annual performance bonus opportunity will be 100% of base salary, based on the achievement of certain performance targets by the Company. His employment arrangement also provides for a travel and lodging expenses allowance. Mr. Anderson served as CEO of the Company from December 2001 to April 2009 and has continued to serve as Chairman of the Board. In November 2011, he had reassumed his position as Executive Chairman.

Additionally, on January 25, 2012, the Company announced that it has hired Jason Mazzola as Executive Vice President and Chief Merchandising Officer.

A copy of the Company's Press Release, issued January 25, 2012 (the "Press Release"), is attached to this Current Report on Form 8-K as Exhibit 99.1. The content of Exhibit 99.1 is incorporated herein solely for purposes of this Item 5.02 disclosure.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated January 25, 2012

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: January 25, 2012

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

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated January 25, 2012

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CITI TRENDS ANNOUNCES LEADERSHIP CHANGES

- **David Alexander resigns as President and CEO**
- **Board Chairman Ed Anderson returns as CEO**
- **Jason Mazzola hired as Executive VP and Chief Merchandising Officer**

SAVANNAH, GA (January 25, 2012) — Citi Trends, Inc. (NASDAQ: CTRN) today announced that David Alexander, who has served as President and CEO since April 2009, has resigned as President and CEO and as a member of the Board, effective immediately, to pursue other business opportunities. Ed Anderson, who served as the Company's CEO from December 2001 through April 2009, and as Chairman of the Board of Directors since May 2006, has returned as CEO. He will continue to serve as Chairman of the Board.

The Company also announced that it has hired Jason Mazzola as Executive Vice President and Chief Merchandising Officer. Mr. Mazzola comes to Citi Trends from a privately-held internet flash sales company, where he served as Chief Merchandising Officer. Prior to that, he spent over 12 years at TJX Companies, including three years as General Merchandise Manager for the A.J Wright Division.

"We appreciate the many contributions that David Alexander made to our Company," Mr. Anderson said. "We wish him the very best in his future endeavors. We are very happy that Jason is joining our team to lead our merchandising and marketing efforts. I believe that his background and experience are a great fit for our company, and that he will lead our merchandising team to new high levels of performance. While the economic and industry environment remain difficult, I am excited to take on the challenge of leading Citi Trends. With the addition of Jason Mazzola, I believe that we have the team in place to deliver much improved sales and earnings. I feel great about our future."

About Citi Trends

Citi Trends, Inc. is a value-priced retailer of urban fashion apparel and accessories for the entire family. The Company operates 511 stores located in 29 states. Citi Trends' website address is www.cititrends.com. CTRN-E

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



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Trends, are intended to identify forward-looking statements. Investors are cautioned that any such forward-looking statements 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. Forward-looking statements contained herein speak only as of the date of this press release. 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
Chief Financial Officer
(912) 443-2075

Ed Anderson
Chief Executive Officer
(912) 443-3705

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