

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

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**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): August 8, 2007**

**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.)

**102 Fahm Street, Savannah, Georgia**  
(Address of principal executive offices)

**31401**  
(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))
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**Item 2.02. Results of Operations and Financial Condition.**

On August 8, 2007, the Company issued a press release reporting its unaudited sales results for the quarter ended August 4, 2007 (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 and 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 exhibit 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 Current Report, including the exhibit, 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>
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**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.

Date: August 8, 2007

CITI TRENDS, INC.

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 August 8, 2007

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## CITI TRENDS ANNOUNCES SECOND QUARTER SALES

***Net sales increased 26.8% to \$96.8 million for the second quarter of fiscal 2007;  
Comparable store sales increased 3.4% on a comparable store, comparable week basis and  
increased 9.4% on a fiscal quarter basis.***

SAVANNAH, GA (August 8, 2007) — Citi Trends, Inc. (NASDAQ: CTRN) today reported unaudited sales results for the second quarter of fiscal 2007. Total sales for the thirteen-week period ended August 4, 2007 increased 26.8% to \$96.8 million compared with \$76.3 million for the thirteen-week period ended July 29, 2006. Comparable store sales increased 3.4% on a comparable store, comparable week basis.

Each quarter of fiscal 2007 starts one week later than the same quarter of 2006, due to the Company's 2006 fiscal year having 53 weeks versus the normal 52 weeks. This timing shift can have a significant impact on quarterly sales comparisons. The measurement of sales in comparable stores for comparable weeks above is based on sales during the thirteen weeks ended August 4, 2007 in relation to the thirteen weeks ended August 5, 2006. On a fiscal quarter basis, comparing the thirteen weeks ended August 4, 2007 with the thirteen weeks ended July 29, 2006, comparable store sales increased 9.4%.

After a strong start to the quarter throughout May and June, comparable store sales trends turned negative in July on a comparable week basis. The negative trend in July appears to be at least partially due to later school openings this year in many states and a related shift in sales tax holidays in Florida and Texas from July to August. In addition, in the quarter the Company had a lower gross margin and higher expenses than expected. Based on information currently available related to second quarter results, management believes its earnings will be in a range of \$0.02 to \$0.05 per diluted share, including approximately \$0.02 of expense related to a follow-on stock offering. In addition to reporting its full financial results for the second quarter after the market closes on August 29, 2007, Citi Trends will provide an interim update on August back-to-school sales at that time.

### **About Citi Trends**

Citi Trends, Inc. is a value-priced retailer of urban fashion apparel and accessories for the entire family. The Company currently operates 300 stores located in 18 states in the Southeast, Mid-Atlantic and Midwest regions and the state of Texas. Citi Trends' website address is [www.cititrends.com](http://www.cititrends.com). CTRN-E

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### **Forward-Looking Statements**

*All statements other than historical facts contained in this news release, including statements regarding our future financial 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," "estimate," "continue," "anticipate," "intend," "expect" and similar expressions, as they relate to Citi 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, and that actual results or developments may differ materially from those 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 and expansion risks, consumer spending patterns, competition within the industry, competition in our markets and the ability to anticipate and respond to fashion trends. 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.*

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