

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 18, 2021

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.01 par value	CTRN	Nasdaq Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition.

On February 18, 2021, Citi Trends, Inc. (the “Company”) issued a press release to provide preliminary and unaudited sales results for its fourth quarter and fiscal year ended January 31, 2021 and other updates regarding its business (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 by this reference.

The information contained 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.

Exhibit No.	Description
99.1	Press Release dated February 18, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 18, 2021

By: /s/ Pamela J. Edwards

Name: Pamela J. Edwards

Title: Executive Vice President, Chief Financial Officer

CITI TRENDS PROVIDES FOURTH QUARTER BUSINESS UPDATE*Comparable store sales increased 16.7%, exceeding prior expectations**Expects EPS of \$1.71 to \$1.76, exceeding prior expectations and Q4 2019 EPS of \$0.84**Repurchased approximately 395,000 shares in the quarter*

SAVANNAH, GA (February 18, 2021) — Citi Trends, Inc. (NASDAQ: CTRN), the leading value retailer of apparel, accessories and home trends for way less spend primarily for African American and Latinx families in the United States, today provided a fourth quarter and full year 2020 business update.

Fourth Quarter and Full Year 2020 Business Update

Total sales for the fourth quarter ended January 31, 2021 are estimated to increase 19.4% to \$251.9 million compared to \$211.0 million in the fourth quarter of 2019. Comparable store sales in the fourth quarter increased 16.7%, exceeding prior expectations of comparable store sales in the positive low double-digit range.

For the full year 2020, the Company expects total sales to be slightly above 2019 total sales, despite the fact that the Company's stores were closed for approximately 16% of the total available store days in 2020 due to the impact of COVID-19.

The Company expects to exceed its prior expectations for the fourth quarter and full year 2020 diluted earnings per share. For the fourth quarter, the Company expects diluted earnings per share to be in the range of \$1.71 to \$1.76 compared to \$0.84 for the fourth quarter of 2019. For the full year 2020, the Company expects diluted earnings per share to be in a range of \$2.22 to \$2.27 compared to \$1.41 for the full year 2019.

David Makuen, Chief Executive Officer, said, "During a challenging worldwide health crisis and a constant focus on the health and safety of our associates and customers, we finished the year strong. I am so proud of our teams and thankful for our customers that contributed to our fourth quarter comparable sales growth of almost 17% which is well ahead of the guidance we provided in mid-January. This strong topline growth was driven by on-trend assortments that resonated with our loyal and growing customer base, and we are encouraged by the strong momentum in our business."

Makuen further commented, "Based on our exceptional fourth quarter sales growth combined with gross margin expansion benefiting from strong inventory productivity, we expect to exceed prior expectations of earnings per share for the fourth quarter and full year and eclipse 2019 earnings per share by a large margin. The transformation of Citi Trends is well underway and our performance is a true testament to the agility of our teams and our differentiated business model. We look forward to discussing our final fourth quarter and full year 2020 results and go-forward plans for 2021 in more detail on our earnings call on March 16th."

These financial expectations are unaudited, based upon the Company's current estimates, and subject to completion of financial and accounting procedures as of, and for, the quarter and year ended January 31, 2021.

Capital Return Program Update

In the fourth quarter, the Company repurchased approximately 395,000 shares of its common stock at an aggregate cost of \$16.7 million. As of year-end, January 31, 2021, \$33.4 million remained available under the Company's existing share repurchase authorization.

Black History Month and Corporate Social Responsibility Update

As announced on January 28, 2021, Citi Trends launched its Black History Makers program to honor Black entrepreneurs who are making an impact in their communities. Citi Trends aims to increase awareness of Black-owned businesses and honor Black History Month by encouraging Black business owners to apply for one of the ten \$5,000 grants to be made by Citi Trends and designed to help further their business. The response to this program and applications received to date has far exceeded expectations.

Additionally, as previewed at the 2021 ICR Conference, the Company is pleased to announce that the Company's Board of Directors has formed a stand-alone Corporate Social Responsibility (CSR) Committee. Chaired by board member Margaret Jenkins, the newly formed CSR Committee will focus on diversity and inclusion initiatives, sustainability and environmental opportunities, employee and vendor ethics and CITIcares Council programs. The Company will provide further details during its March earnings call.

About Citi Trends

Citi Trends, Inc. is a value-priced retailer of fashion apparel, accessories and home trends for the entire family. The Company operates 585 stores located in 33 states. Citi Trends' website address is www.cititrends.com. *CTRN-G*

Forward-Looking Statements

All statements other than historical facts contained in this news release, including statements regarding the Company's future financial results and position, business policy and plans, objectives of management for future operations and our intentions and ability to pay dividends and complete any share repurchase authorizations, are forward-looking statements that are subject to material risks and uncertainties. The words "believe," "may," "could," "plans," "estimate," "continue," "anticipate," "intend," "expect," "upcoming," "trend" and similar expressions, as they relate to the Company, are intended to identify forward-looking statements, although not all forward-looking statements contain such language. Statements with respect to earnings, sales or new store guidance are forward-looking statements. Investors are cautioned that any such forward-looking statements are subject to the finalization of the Company's quarter-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 our Annual Reports and Quarterly Reports on Forms 10-K and 10-Q, respectively, and any amendments thereto, filed with the Securities and Exchange Commission. These risks and uncertainties include, but are not limited to, uncertainties relating to general economic conditions, including any deterioration whether caused by acts of war, terrorism, political or social unrest (including any resulting store closures, damage or loss of inventory), the ongoing COVID-19 (coronavirus) pandemic and associated containment and remediation efforts, the potential negative impacts of COVID-19 on the global economy and foreign sourcing, the impacts of COVID-19 on the Company's financial condition, business operation and liquidity, including the re-closure of any or all of the Company's retail stores and distribution centers, 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 guidance, the Company's intention to declare and pay dividends, the repurchase of shares pursuant to a 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, the Company 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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