

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Fund 1 Investments, LLC</u>  (Last) (First) (Middle) 100 CARR 115 UNIT 1900  (Street) RINCON PR 00677  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Citi Trends Inc [ CTRN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/31/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/31/2024		P		2,000	A	\$23.2075	2,121,019	I	See Footnote <sup>(1)</sup>
Common Stock	06/03/2024		P		2,000	A	\$24.581	2,123,019	I	See Footnote <sup>(1)</sup>
Common Stock	06/03/2024		P		1,000	A	\$25.5527	2,124,019	I	See Footnote <sup>(1)</sup>
Common Stock	06/04/2024		P		508	A	\$25.4268	2,124,527	I	See Footnote <sup>(1)</sup>
Common Stock	06/04/2024		P		18,000	A	\$24.8455	2,142,527	I	See Footnote <sup>(1)</sup>
Common Stock	06/04/2024		P		5,000	A	\$24.6443	2,147,527	I	See Footnote <sup>(1)</sup>
Common Stock	06/04/2024		P		4,000	A	\$24.5327	2,151,527	I	See Footnote <sup>(1)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

1. Name and Address of Reporting Person\*  
Fund 1 Investments, LLC  
 (Last) (First) (Middle)  
 100 CARR 115  
 UNIT 1900  
 (Street)  
 RINCON PR 00677  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Pleasant Lake Onshore Feeder Fund LP

(Last)	(First)	(Middle)
100 CARR 115 UNIT 1900		
(Street)		
RINCON	PR	00677
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[Pleasant Lake Partners LLC](#)

(Last)	(First)	(Middle)
100 CARR 115 UNIT 1900		
(Street)		
RINCON	PR	00677
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Shares reported herein are held for the benefit of private investment vehicles, including Pleasant Lake Onshore Feeder Fund, LP, for which Pleasant Lake Partners LLC ("PLP") serves as investment adviser. Fund 1 Investments, LLC serves as managing member of PLP. Jonathan Lennon serves as managing member of Fund 1 Investments, LLC. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein.

[/s/ Fund 1 Investments, LLC](#)  
[By: Benjamin C. Cable, Chief Operating Officer](#) [06/04/2024](#)

[/s/ Pleasant Lake Onshore Feeder Fund, LP, by Pleasant Lake Partners LLC, its Investment Adviser, by Fund 1 Investments, LLC, its Managing Member By: Benjamin C. Cable, Chief Operating Officer](#) [06/04/2024](#)

[/s/ Pleasant Lake Partners LLC, by Fund 1 Investments, LLC, its Managing Member](#) [06/04/2024](#)  
[By: Benjamin C. Cable, Chief Operating Officer](#)

\*\* 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 4 (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.**