

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): March 27, 2020

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

As previously announced, Mr. Stuart C. Clifford, the Senior Vice President and Chief Financial Officer (principal financial officer and principal accounting officer) of Citi Trends, Inc. (the “Company”) retired effective as of March 29, 2020.

On March 27, 2020, the Company appointed Jason B. Moschner, the Company’s current Vice President, Finance, to serve as the Company’s principal financial officer and principal accounting officer, effective as of March 29, 2020, until the Board appoints a Chief Financial Officer.

Mr. Moschner, age 37, has served as the Vice President, Finance of the Company since January 2020. Prior to such appointment he served as Director of Finance of the Company from June 2018 to January 2020 and the Director of Internal Audit and Loss Prevention of the Company from June 2017 to June 2018. Prior to joining the Company, he served in a variety of finance and accounting roles at TMX Finance LLC from 2010 to 2017, including Director of Financial Reporting and Internal Audit. Mr. Moschner is a Certified Public Accountant and received his degree in Master of Accountancy from the University of Missouri.

There is no arrangement or understanding between Mr. Moschner and any other person pursuant to which Mr. Moschner was appointed as an officer of the Company. There are no transactions in which Mr. Moschner has an interest requiring disclosure under Item 404(a) of Regulation S-K.

Item 8.01. Other Events.

On March 31, 2020, the Company issued a press release providing a business update related to coronavirus (COVID-19). A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated March 31, 2020

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: March 31, 2020

By: /s/ David N. Makuen

Name: David N. Makuen

Title: Chief Executive Officer

CITI TRENDS PROVIDES ADDITIONAL BUSINESS UPDATE IN RESPONSE TO COVID-19 OUTBREAK

SAVANNAH, GA (March 31, 2020) — Citi Trends, Inc. (NASDAQ: CTRN) today provided a further update on the actions it is taking in response to the outbreak of the coronavirus (COVID-19).

In light of federal, state and local regulations and the guidance of health authorities to close nonessential businesses, the Company has extended its previously announced temporary closure of all of its retail stores, distribution centers and New York office until further notice. The Savannah corporate office will also be temporarily closed for all but minimum basic operations. The Company will continue to monitor the guidance provided by government and health authorities to determine the appropriate time to reopen its stores, distribution centers and offices.

“Our guiding principle is that we will continue to prioritize the health and safety of our associates, customers and the communities we serve,” said David Makuen, Citi Trends’ Chief Executive Officer.

As a result of a significant interruption in business operations, the Company announced that it has placed on furlough substantially all of its store and distribution center personnel, as well as about 40% of its corporate staff. The Company will pay for the first 30 days of medical benefits for covered associates during the furlough, and assist all associates with information about available resources. Additionally, the Company has temporarily reduced the cash compensation of its CEO and Board members by 25% and temporarily reduced the cash compensation of its senior executives by 15% to 20%. These steps, together with the Company’s previously announced reductions in operating expenses, capital expenditures and inventories, as well as the Company’s utilization of its credit facility, are a continuation of the aggressive and prudent actions the Company is taking to preserve cash and remain resilient during this unprecedented period.

Mr. Makuen added, “This furlough was a very difficult decision knowing that good people would be affected; however, we felt it was a necessary step to ensure the long-term viability of our Company and the livelihood it provides to our associates. We will continue to pursue all responsible actions to strengthen our financial position and preserve liquidity, and we will make every effort to bring our associates back to work as soon as possible. We look forward to reopening our stores in the future so we can all go back to doing what we do best, which is serving our customers.”

About Citi Trends

Citi Trends, Inc. is a value-priced retailer of fashion apparel, accessories and home goods for the entire family. The Company operates 574 stores located in 33 states. Citi Trends’ website address is www.cititrends.com. CTRN-G

cititrends.com 104 Coleman Blvd. Savannah, GA 31408 P: 912.236.1561



Forward-Looking Statements

All statements other than historical facts contained in this news release 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. 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 the Company's filings with the Securities and Exchange Commission, including those set forth under the heading "Item 1A. Risk Factors" in the Company's Form 10-K for the fiscal year ended February 2, 2019. These risks and uncertainties include, but are not limited to, potential risks and uncertainties relating to the ultimate geographic spread of the coronavirus (COVID-19), the severity of the disease, the duration of the COVID-19 outbreak, actions that may be taken by governmental authorities to contain the COVID-19 outbreak or to treat its impact, the potential negative impacts of COVID-19 on the global economy and foreign sourcing and the impacts of COVID-19 on the Company's business operations, financial condition and liquidity. Any forward-looking statements by the Company 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.

Investor Relations Contact:

Tom Filandro
ICR, Inc.
(646) 277-1235
