
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CITI TRENDS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

52-2150697
(I.R.S. Employer
Identification No.)

**104 Coleman Boulevard
Savannah, Georgia 31408
(912) 236-1561**
(Address, Including Zip Code, of Principal Executive Offices)

Citi Trends, Inc. 2021 Incentive Plan
(Full Title of the Plan)

Kenneth D. Seipel
Interim Chief Executive Officer
Citi Trends, Inc.
104 Coleman Boulevard
Savannah, Georgia 31408
Telephone: (912) 236-1561

(Name, Address, Including Zip Code, and Telephone Number, Including Area
Code, of Agent for Service)

With a copy to:
John B. Shannon, Esq.
Alston & Bird LLP
1201 West Peachtree Street
Atlanta, Georgia 30309
(404) 881-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

On June 20, 2024, at the annual meeting of stockholders of Citi Trends, Inc. (the “Company”), the Company’s stockholders approved an amendment (the “Amendment”) to the Citi Trends, Inc. 2021 Incentive Plan (the “Plan”), which amended the Plan to increase the number of shares of the Company’s common stock, par value \$0.01 per share (the “Shares”), that may be issued under the Plan by 450,000 Shares. This Registration Statement on Form S-8 relates to the additional 450,000 Shares authorized for issuance under the Plan pursuant to the Amendment, including additional Shares that may become issuable in accordance with the adjustment and anti-dilution provisions of the Plan.

Pursuant to General Instruction E to Form S-8, the contents of the Company’s Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the “Commission”) on June 9, 2021, relating to the Plan ([Registration Nos. 333-256946](#)), including the information contained therein, is hereby incorporated by reference into this Registration Statement on Form S-8 (the “Registration Statement”), except that the provisions contained in Part II of such earlier registration statements are modified as set forth in this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Except as indicated below as being incorporated by reference to another filing with the Commission by the Company, the following exhibits to this registration statement are being filed herewith:

Exhibit Number	Description
4.1	Third Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed with the Commission on June 7, 2018).
4.2	Fourth Amended and Restated By-laws (incorporated by reference to Exhibit 3.2 to the Company’s Current Report on Form 8-K filed with the Commission on October 31, 2022).
5.1	Opinion of Alston & Bird LLP.
23.1	Consent of Alston & Bird LLP (included in Exhibit 5.1).
23.2	Consent of Deloitte & Touche LLP.
24.1	Power of Attorney (included on signature page).
99.1	Citi Trends, Inc. 2021 Incentive Plan (incorporated by reference to Appendix A to the Company’s Proxy Statement on Schedule 14A, filed with the Commission on April 16, 2021).
99.2	Amendment to the Citi Trends, Inc. 2021 Incentive Plan (incorporated by reference to Appendix A to the Company’s Proxy Statement on Schedule 14A, filed with the Commission on May 8, 2024).
107.1	Filing fee table.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Savannah, State of Georgia, on June 24, 2024.

CITI TRENDS, INC.

By: /s/ Kenneth D. Seipel
Kenneth D. Seipel
Interim Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Heather L. Plutino and Kenneth D. Seipel, and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kenneth D. Seipel</u> Kenneth D. Seipel	Interim Chief Executive Officer (Principal Executive Officer) and Director	June 24, 2024
<u>/s/ Heather L. Plutino</u> Heather L. Plutino	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	June 24, 2024
<u>/s/ Peter R. Sachse</u> Peter R. Sachse	Executive Chairman of the Board	June 24, 2024
<u>/s/ Jonathan Duskin</u> Jonathan Duskin	Director	June 24, 2024
<u>/s/ David Heath</u> David Heath	Director	June 24, 2024
<u>/s/ Margaret L. Jenkins</u> Margaret L. Jenkins	Director	June 24, 2024
<u>/s/ Michael Kvitko</u> Michael Kvitko	Director	June 24, 2024
<u>/s/ Chaoyang (Charles) Liu</u> Chaoyang (Charles) Liu	Director	June 24, 2024
<u>/s/ Cara Robinson Sabin</u> Cara Robinson Sabin	Director	June 24, 2024

June 24, 2024

Citi Trends, Inc.
104 Coleman Boulevard
Savannah, Georgia 31408

Re: Registration Statement on Form S-8 – Citi Trends, Inc. 2021 Incentive Plan

Ladies and Gentlemen:

We have acted as counsel to Citi Trends, Inc., a Delaware corporation (the “Corporation”), in connection with the above-referenced Registration Statement on Form S-8 (the “Registration Statement”) to be filed on the date hereof by the Corporation with the Securities and Exchange Commission (the “Commission”) to register under the Securities Act of 1933, as amended (the “Securities Act”), 450,000 shares of the Corporation’s Common Stock, \$0.01 par value per share (the “Shares”), which may be issued by the Corporation upon the grant or exercise of awards pursuant to the Citi Trends, Inc. 2021 Incentive Plan (the “Plan”). We are furnishing this opinion letter pursuant to Item 8 of Form S-8 and Item 601(b)(5) of Regulation S-K.

In connection with our opinion below, we have examined the Third Amended and Restated Certificate of Incorporation of the Corporation, the Fourth Amended and Restated By-laws of the Corporation, records of proceedings of the Board of Directors, or committees thereof, of the Corporation deemed by us to be relevant to this opinion letter, the Plan and the Registration Statement. We also have made such further legal and factual examinations and investigations as we deemed necessary for purposes of expressing the opinion set forth herein. In our examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as original documents and the conformity to original documents of all documents submitted to us as certified, conformed, facsimile, electronic or photostatic copies.

As to certain factual matters relevant to this opinion letter, we have relied conclusively upon originals or copies, certified or otherwise identified to our satisfaction, of such other records, agreements, documents and instruments, including certificates or comparable documents of officers of the Corporation and of public officials, as we have deemed appropriate as a basis for the opinion hereinafter set forth. Except to the extent expressly set forth herein, we have made no independent investigations with regard to matters of fact, and, accordingly, we do not express any opinion as to matters that might have been disclosed by independent verification.

Our opinion set forth below is limited to the General Corporation Law of the State of Delaware, applicable provisions of the Constitution of the State of Delaware and reported judicial decisions interpreting such General Corporation Law and Constitution that, in our professional judgment, are normally applicable to transactions of the type contemplated by the Plan, and we do not express any opinion herein concerning any other laws.

This opinion letter is provided for use in connection with the transactions contemplated by the Registration Statement and may not be used, circulated, quoted or otherwise relied upon for any other purpose without our express written consent. The only opinion rendered by us consists of those matters set forth in the sixth paragraph hereof, and no opinion may be implied or inferred beyond the opinion expressly stated.

Based on the foregoing, it is our opinion that the Shares to be issued under the Plan are duly authorized, and, when issued by the Corporation in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

ALSTON & BIRD

By: /s/ John B. Shannon
John B. Shannon, Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated April 18, 2024 relating to the financial statements of Citi Trends, Inc. and subsidiary and the effectiveness of Citi Trend Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Citi Trends, Inc. for the year ended February 3, 2024.

/s/ Deloitte & Touche LLP

Atlanta, Georgia

June 24, 2024

Calculation of Filing Fee Tables

Form S-8
(Form Type)

CITI TRENDS, INC.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.01 par value	457(c) and 457(h)	450,000 (1)	\$21.61 (2)	\$9,724,500 (2)	\$147.60 per \$1,000,000	\$1,435.34
Total Offering Amounts					\$9,724,500		\$1,435.34
Total Fee Offsets							—
Net Fee Due							\$1,435.34

(1) Amount to be registered consists of 450,000 shares of Citi Trends, Inc. (the “Company”) common stock, \$0.01 par value per share (“Common Stock”) that may be offered or sold under the Citi Trends, Inc. 2021 Incentive (the “Plan”). Pursuant to Rule 416 under the Securities Act, this Registration Statement also covers an indeterminate number of additional shares that may be offered or issued as a result of stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of determining the amount of the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act, based on the average of the high and low prices of the Common Stock as reported on the NASDAQ Global Select Market on June 17, 2024.