

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 19, 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 7.01. Regulation FD Disclosure.**

On March 19, 2020, Citi Trends, Inc. (the “Company”) issued a press release announcing that it is withdrawing its first quarter and fiscal year 2020 financial guidance that it issued on March 13, 2020 due to the continuing impact of the coronavirus (COVID-19) outbreak. A copy of the press release is attached hereto as Exhibit 99.1 (the “Press Release”) and the portion of the Press Release regarding the withdrawal of financial guidance is incorporated herein by reference.

The information in this Item 7.01, including the portion of the Press Release announcing the withdrawal of financial guidance, 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, nor shall it be deemed 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 8.01. Other Events.**

On March 19, 2020, the Company announced that in response to the COVID-19 outbreak it was temporarily reducing store hours for all of its retail stores beginning March 19, 2020 until further notice. The Company also stated that it will follow any state and local-mandated shutdowns as they arise. The portion of the Press Release regarding the reduction in store hours is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release dated March 19, 2020</a>

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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.

CITI TRENDS, INC.

Date: March 19, 2020

By: /s/ David N. Makuen  
Name: David N. Makuen  
Title: Chief Executive Officer

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**CITI TRENDS ANNOUNCES TEMPORARY REDUCTION IN STORE HOURS DUE TO CORONAVIRUS AND WITHDRAWS GUIDANCE**

SAVANNAH, GA (March 19, 2020) — Citi Trends, Inc. (NASDAQ: CTRN) today announced that in response to the COVID-19 (coronavirus) outbreak, it will temporarily reduce store hours for all of its retail stores beginning Thursday, March 19, 2020. The Company's retail stores will operate during the following times until further notice:

12:00 p.m. to 7:00 p.m. – Monday through Saturday

12:00 p.m. to 6:00 p.m. – Sunday

Hours may vary by location, and certain locations have been closed temporarily to comply with state and local regulations and guidelines. The Company will continue following other state and local-mandated shutdowns as they arise.

The Company also announced that due to the continued uncertainty surrounding the COVID-19 outbreak and its overall impact on the Company's business operations, it is withdrawing its first-quarter and fiscal year 2020 financial guidance it issued on March 13, 2020. The Company is not providing any updated guidance at this time.

**About Citi Trends**

Citi Trends, Inc. is a value-priced retailer of urban 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](http://www.cititrends.com). CTRN-G

**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 financial condition and business operation. 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.*

[cititrends.com](http://cititrends.com) 104 Coleman Blvd. Savannah, GA 31408 P: 912.236.1561



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