

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Seipel Kenneth Duane</u>  (Last) (First) (Middle) C/O CITI TRENDS, INC. 104 COLEMAN BLVD.  (Street) SAVANNAH GA 31408  (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Interim CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/10/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>07/12/2024</u>		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	07/10/2024		P		85,000 <sup>(1)</sup>	A	\$18.959 <sup>(2)(3)</sup>	121,918	D	
Common Stock	07/11/2024		P		60,518 <sup>(1)</sup>	A	\$19.035 <sup>(2)(4)</sup>	182,436	D	
Common Stock	07/12/2024		P		71,064 <sup>(1)</sup>	A	\$19.057 <sup>(2)(5)</sup>	253,500	D	

**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)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- On July 12, 2024, the reporting person filed a Form 4 to report open market purchases of Issuer common stock that occurred on three trading days. The original Form 4 inadvertently reported the wrong number of shares purchased, and this amendment is being filed to correctly report the number of shares purchased each day (and the number of shares beneficially owned following such transactions).
- The reporting person effected multiple same-way open market purchase transactions on the same day at different prices through a purchase order executed by a broker-dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the SEC staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares purchased at each separate price.
- Reflects the weighted average purchase price. The range of prices for such transaction is between \$18.50 and \$19.25.
- Reflects the weighted average purchase price. The range of prices for such transaction is between \$18.90 and \$19.15.
- Reflects the weighted average purchase price. The range of prices for such transaction is between \$18.85 and \$19.30.

/s/ Jennifer Beazley, attorney-in-fact 07/23/2024

\*\* 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.