

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): June 1, 2005

Citi Trends, Inc.
(Exact name of registrant as specified in its charter)

Delaware	333-123028	52-2150697
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

102 Fahm Street, Savannah, Georgia	31401
(Address of principal executive offices)	(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))

Item 2.02. Results of Operations and Financial Condition.

On June 1, 2005, Citi Trends, Inc., a Delaware corporation (the "Company"), issued a press release reporting its financial results for the first quarter ended April 30, 2005 (the "Earnings Announcement"). A copy of the Earnings Announcement is attached to this Current Report on Form 8-K ("Current Report") as Exhibit 99.1 and the contents of which are incorporated herein solely for purposes of this Item 2.02 disclosure.

The information in this Current Report, including the exhibits attached hereto, 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. The information in this Current Report, including the exhibits, shall not be incorporated by reference into any filings under the Securities Act of 1933, as amended or the Exchange Act, regardless of any incorporation by reference language in any such filing.

Item 7.01. Regulation FD Disclosure.

A copy of the Earnings Announcement is being furnished by being attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

Exhibit No.	Description
99.1	Press Release dated June 1, 2005

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: June 1, 2005

By: /s/ Thomas W. Stoltz

Name: Thomas W. Stoltz

Title: Chief Financial Officer

Exhibit Index

Exhibit No.	Description
99.1	Press Release dated June 1, 2005.

CITI TRENDS, INC. ANNOUNCES FISCAL 2005 FIRST QUARTER RESULTS

First Quarter Net Sales Increased 32.3% to \$63.6 Million

First Quarter Comparable Store Sales Increased 6.9%

First Quarter Diluted Earnings Per Share Increased to \$0.30

Savannah, GA - June 1, 2005 - Citi Trends, Inc. (NASDAQ: CTRN) today reported results for the first quarter ended April 30, 2005.

Total net sales for the first quarter (13 weeks) increased by 32.3% to \$63.6 million from \$48.1 million reported in the prior year. The Company posted net income for the quarter of \$3.3 million, an increase of 45.8%, or \$0.30 per diluted share, compared to net income of \$2.2 million or \$0.21 per diluted share in the first quarter of the previous year. Comparable store sales increased 6.9% for the first quarter of fiscal 2005 compared to 3.5% in the first quarter of fiscal 2004. Relocated stores and expanded stores are included in the comparable store sales results.

For fiscal 2005, the Company plans to open 40 new stores. In the first quarter, Citi Trends opened 14 new stores and is on plan for store openings for the remainder of the year.

On May 18, 2005, the Company completed an initial public offering of 3,850,000 shares of common stock at a price to the public of \$14.00 per share, of which 2,700,000 shares were sold by the Company and 1,150,000 shares were sold by certain selling shareholders. In addition, the Company received notice on May 27, 2005, that the underwriters had exercised the over-allotment option, pursuant to which the Company issued and sold an additional 577,500 shares on June 1, 2005. Upon completing the offering and the over-allotment option, the Company and the selling shareholders received net proceeds of approximately \$41.7 million and \$14.9 million, respectively. The Company used the net proceeds from its initial public offering to redeem the Company's series A preferred stock and repay outstanding indebtedness, and intends to use the remaining net proceeds from its initial public offering, together with cash flow from operations, to fund new store openings, acquire, design and construct or lease a new distribution center, and for other general corporate purposes.

Citi Trends, Inc. is a value-priced retailer of urban fashion apparel and accessories for the entire family. The Company currently operates 214 stores located in 12 states in the South, Southeast and Mid-Atlantic region, and our website address is www.cititrends.com.

Forward-Looking Statements

All statements other than historical facts contained in this news release, including statements regarding our future financial position, business policy and plans and objectives of management for future operations, are forward-looking statements that are subject to material risks and uncertainties. The words "believe," "may," "could," "estimate," "continue," "anticipate," "intend," "expect" and similar expressions, as they relate to Citi Trends, are intended to identify forward-looking statements. 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, and that actual results or developments may differ materially from those in the forward-looking statements as a result of various factors which are discussed in Citi Trends, Inc. filings with the Securities and Exchange Commission. These risks and uncertainties include, but are not limited to, uncertainties relating to economic conditions, growth and expansion risks, consumer spending patterns, competition within the industry, competition in our markets and the ability to anticipate and respond to fashion trends. 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, Citi Trends 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.

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CITI TRENDS INC.
CONDENSED STATEMENT OF INCOME
(unaudited)
(in \$000's, except share and per share data)

	Fiscal Quarter Ended	
	April 30, 2005	May 1, 2004
	(unaudited)	(unaudited)
Net sales	63,616	48,069
Gross profit	25,134	19,035
Selling, general and administrative expenses	19,758	15,221
Income from operations	5,376	3,814
Net income	3,265	2,239
Net income per share, basic	0.35	0.24
Net income per share, diluted	0.30	0.21
Weighted average shares used to compute net income per share, basic	9,295,000	9,305,400
Weighted average shares used to compute net income per share, diluted	10,986,959	10,907,508

CITI TRENDS, INC.
CONDENSED BALANCE SHEETS
(in \$000's)

	April 30, 2005	January 29, 2005
	(unaudited)	
Assets		
Cash and cash equivalents	10,892	11,625
Inventory	41,270	32,432
Other assets	6,972	3,678
Property and equipment, net	18,993	15,114
Total assets	78,127	62,849
Liabilities and Stockholders' Equity		
Accounts payable and accrued liabilities	39,267	33,750
Other liabilities	11,781	10,344
Total stockholders' equity	27,079	18,755
Total liabilities and stockholders' equity	78,127	62,849