

Citi Trends Inc  
Form 8-K  
May 27, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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): **May 25, 2016**

**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**

## Edgar Filing: Citi Trends Inc - Form 8-K

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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre- commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The 2016 annual meeting of stockholders (the Annual Meeting ) of Citi Trends, Inc. (the Company ) was held on May 25, 2016. At the Annual Meeting, the holders of the Company s common stock entitled to vote at the meeting (1) elected the two (2) director nominees to serve as Class II directors whose terms will expire at the 2019 annual meeting of stockholders, (2) adopted, on a non-binding, advisory basis, the resolution approving the compensation of the Company s named executive officers for 2015, and (3) ratified the appointment of KPMG LLP as the Company s independent registered public accounting firm for the fiscal year ending January 28, 2017.

The voting results were as follows:

(1) The election of two (2) directors:

| Board of Directors Nominee | For        | Withheld | Broker Non-Votes |
|----------------------------|------------|----------|------------------|
| Brian P. Carney (Class II) | 12,882,251 | 296,039  | 762,120          |
| John S. Lupo (Class II)    | 12,873,965 | 304,325  | 762,120          |

(2) A proposal to approve, on a non-binding, advisory basis, the compensation of the Company s named executive officers for 2015:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 13,012,195 | 118,225 | 47,870  | 762,120          |

(3) Ratification of the appointment of KPMG LLP as the Company s independent registered public accounting firm for the fiscal year ending January 28, 2017:

| For        | Against | Abstain |  |
|------------|---------|---------|--|
| 13,892,015 | 48,195  | 200     |  |

**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: May 27, 2016

|        |   |
|--------|---|
| By:    | /s/ Bruce D. Smith                                  |
| Name:  | Bruce D. Smith                                      |
| Title: | Chief Operating Officer and Chief Financial Officer |