

FREDS INC
Form 8-K
September 06, 2017

**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): September 6, 2017 (September 5, 2017)

FRED'S, INC.

(Exact Name of Registrant as Specified in Charter)

Commission File Number 001-14565

<u>Tennessee</u>	<u>62-0634010</u>
	(I.R.S. Employer
(State or Other Jurisdiction	Identification
of Incorporation)	No.)
<u>4300 New Getwell Road, Memphis, Tennessee 38118</u>	
(Address of principal executive offices)	
<u>(901) 365-8880</u>	
Registrant's telephone number, including area code	

Not Applicable

(Former name or former address, if changed since last report)

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:

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))

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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).

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 financing accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

(b)

On September 5, 2017, Thomas Tashjian notified the Board of Directors (the “Board”) of Fred’s, Inc. (the “Company”) of his retirement, effective immediately. Mr. Tashjian’s retirement from the Board was not the result of any disagreement with the Company, its management or its operations, policies or practices.

On September 5, 2017, Heath B. Freeman was elected to the office of Chairman of the Board, effective immediately.

ITEM 7.01. REGULATION FD DISCLOSURE.

On September 6, 2017, the Company issued a press release announcing Mr. Tashjian’s retirement and Mr. Freeman’s election. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

Pursuant to the rules and regulations of the Securities and Exchange Commission, the information furnished pursuant to Item 7.01 of this report is deemed to have been furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Such information shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

99.1 Press Release of Fred’s, Inc., dated September 6, 2017.

SIGNATURES

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 hereunto duly authorized.

FRED'S, INC.

(Registrant)

Date: September 6, 2017 By: /s/ Jason Jenne

Name: Jason Jenne

Title: Executive Vice President, Chief Financial Officer
and Secretary

EXHIBIT INDEX

Exhibit

Number Description of Exhibit(s)

99.1 Press Release of Fred's, Inc., dated September 6, 2017.