

Citi Trends Inc  
Form 8-K  
June 05, 2015

**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): **June 3, 2015**

**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**

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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))

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The 2015 annual meeting of stockholders (the Annual Meeting ) of Citi Trends, Inc. (the Company ) was held on June 3, 2015. 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 I directors whose terms will expire at the 2018 annual meeting of stockholders, (2) adopted, on an advisory basis, the resolution approving the compensation of the Company s named executive officers for 2014, and (3) ratified the appointment of KPMG LLP as the Company s independent registered public accounting firm for the fiscal year ending January 30, 2016.

The voting results were as follows:

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

	For	Against	Abstain	Broker Non-Votes
Laurens M. Goff (Class I)	13,482,175	316,346		901,789
Jason T. Mazzola (Class I)	13,529,576	268,945		901,789

(2) A proposal to approve, on an advisory basis, the compensation of the Company s named executive officers for 2014:

For	Against	Abstain	Broker Non-Votes
13,610,282	141,719	46,520	901,789

(3) Ratification of the appointment of KPMG LLP as the Company s independent registered public accounting firm for the fiscal year ending January 30, 2016:

For	Against	Abstain
14,661,621	36,604	2,085

**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 5, 2015

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