

CHARLOTTE RUSSE HOLDING INC  
Form 8-K  
July 20, 2006

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**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)

July 20, 2006

**Charlotte Russe Holding, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-27677**  
(Commission File Number)

**33-0724325**  
(IRS Employer  
Identification No.)

**4645 Morena Boulevard, San Diego,**

**California**  
(Address of principal executive offices)

**Registrant's telephone number, including area code**

**92117**  
(Zip Code)

**(858) 587-1500**

**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:

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- .. 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 2.02 Results of Operations and Financial Condition.**

On July 20, 2006, Charlotte Russe Holding, Inc. issued a press release reporting its results of operations for the third quarter of fiscal 2006 ending June 24, 2006. A copy of the press release is attached as Exhibit 99.1 to this current report on Form 8-K.

The information in this item (including Exhibit 99.1) is being furnished pursuant to Item 2.02 and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act ) or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act.

**Item 7.01 Regulation FD Disclosure**

In order to assist in the understanding of the Company's historical financial reporting between continuing and discontinued operations, the Company is providing unaudited Consolidated Statements of Income and Consolidated Condensed Balance Sheets setting forth quarterly financial data for fiscal years 2004, 2005 and 2006 that has been reclassified to reflect all but a few of the Rampage stores as discontinued operations. The reclassified unaudited Consolidated Statements of Income and Consolidated Condensed Balance Sheets are attached as Exhibits 99.2 and 99.3, respectively, to this current report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

**Exhibit**

<b>Number</b>	<b>Description of Exhibit</b>
99.1	Press Release dated July 20, 2006 reporting its results of operations for the third quarter of fiscal 2006.
99.2	Reclassified Unaudited Consolidated Statements of Income
99.3	Reclassified Unaudited Consolidated Condensed Balance Sheets

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CHARLOTTE RUSSE HOLDING, INC.**

Dated: July 20, 2006

By: */s/ DANIEL T. CARTER*  
Daniel T. Carter  
*Executive Vice President and*  
*Chief Financial Officer*