

Francesca's Holdings CORP  
Form 4  
March 16, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Malik Khalid Mir

(Last) (First) (Middle)

C/O FRANCESCA'S HOLDINGS  
CORPORATION, 8760 CLAY  
ROAD

(Street)

HOUSTON, TX 77080

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Francesca's Holdings CORP [FRAN]

3. Date of Earliest Transaction  
(Month/Day/Year)

03/14/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Chief Administrative Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/14/2017		A	(A) or (D) Amount (1) \$ 0	157,698	D	
Common Stock	03/14/2017		A	(A) or (D) Amount (2) \$ 0	166,120	D	
Common Stock	03/14/2017		A	(A) or (D) Amount (3) \$ 0	174,042	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Malik Khalid Mir  
C/O FRANCESCA'S HOLDINGS CORPORATION  
8760 CLAY ROAD  
HOUSTON, TX 77080

Chief Administrative Officer

## Signatures

/s/ Kal Malik 03/16/2017

\_\_\_\_\_  
Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Represents shares of restricted stock under the Francesca's Holdings Corporation 2015 Equity Incentive Plan which vests in one installment on the third anniversary of the grant date, subject to the Reporting Person's continued service to the Issuer.

- (2) In March 2015, the Reporting Person was granted a performance stock award to potentially earn between 0% and 150% of the target number of shares upon the achievement of pre-established level of earnings per share ("EPS") and net sales growth ("Net Sales Growth") goals. The shares subject to the award are divided into three equal tranches with respect to each of fiscal year 2015, 2016 and 2017. Fifty percent of the target number of shares subject to the award vest based upon the achievement of the EPS goal and the remaining fifty percent vest based upon the achievement of the Net Sales Growth goal. On March 14, 2017, the Issuer's Compensation Committee determined that, based upon the achievement of these metrics during fiscal year 2016, the Reporting Person is eligible to receive 8,422 shares for that fiscal year. To receive these shares, the Reporting Person must be continuously employed by the Issuer through the third anniversary of the grant date.

- (3) In April 2014, the Reporting Person was granted a performance stock award to potentially earn between 0% and 150% of the target number of shares upon the achievement of pre-established level of EPS and Net Sales Growth goals. The shares subject to the award are

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divided into three equal tranches with respect to each of fiscal year 2014, 2015 and 2016. Fifty percent of the target number of shares subject to the award vest based upon the achievement of the EPS goal and the remaining fifty percent vest based upon the achievement of the Net Sales Growth goal. On March 14, 2017, the Issuer's Compensation Committee determined that, based upon the achievement of these metrics during fiscal year 2016, the Reporting Person is eligible to receive 7,922 shares for that fiscal year. To receive these shares, the Reporting Person must be continuously employed by the Issuer through the third anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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