

Francesca's Holdings CORP
Form SC 13G/A
February 17, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

Francesca's Holdings Corporation (Name of Issuer)

Common Stock (Title of Class of Securities)

351793104 (CUSIP Number)

December 31, 2014 (Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b) ☐ Rule 13d-1(c) ☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 351793104

1 NAME OF REPORTING PERSON Daruma Capital
Management, LLC I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON (ENTITIES ONLY)
45-2515607

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER 0
SHARES

BENEFICIALLY 6 SHARED VOTING POWER 1,898,760

OWNED BY EACH 7 SOLE DISPOSITIVE POWER 0
REPORTING

PERSON WITH

8 SHARED DISPOSITIVE POWER 3,885,574

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,885,574

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.2%

12 TYPE OF REPORTING PERSON IA

CUSIP No.: 351793104

1 NAME OF REPORTING PERSON Mariko O. Gordon I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) N/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION USA

NUMBER OF SHARES 5 SOLE VOTING POWER 0

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER 1,898,760

7 SOLE DISPOSITIVE POWER 0

8 SHARED DISPOSITIVE POWER 3,885,574
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,885,574

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.2%

12 TYPE OF REPORTING PERSON IN, HC

CUSIP No.: 351793104

ITEM 1(a). NAME OF ISSUER:

Francesca's Holdings Corporation

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE

OFFICES:

8760 Clay RoadHouston,
TX 77080

ITEM 2(a). NAME OF
PERSON
FILING:

Daruma Capital
Management, LLCMariko
O. Gordon

ITEM 2(b). ADDRESS OF
PRINCIPAL
BUSINESS
OFFICE OR, IF
NONE,
RESIDENCE:

80 West 40th Street9th
FloorNew York, NY
10018

ITEM 2(c). CITIZENSHIP:

Daruma Capital
Management, LLC -
DelawareMariko O.
Gordon - USA

ITEM 2(d). TITLE OF
CLASS OF
SECURITIES:

Common Stock

ITEM 2(e). CUSIP
NUMBER:

351793104

ITEM 3.

IF THIS STATEMENT IS FILED PURSUANT TO SECTION
240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON
FILING IS A:

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e) ☒ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g)

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☒ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);

(k) ☐ Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

3,885,574

(b) Percent of class:

9.2%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Daruma Capital Management, LLC -
0Mariko O. Gordon - 0

(ii) Shared power to vote or to direct the vote:

Daruma Capital Management, LLC -
1,898,760Mariko O. Gordon -
1,898,760

(iii) Sole power to dispose or to direct the disposition of:

Daruma Capital Management, LLC -
0Mariko O. Gordon - 0

(iv) Shared power to dispose or to direct the disposition of:

Daruma Capital Management, LLC -
3,885,574Mariko O. Gordon -
3,885,574

ITEM 5. OWNERSHIP OF
FIVE PERCENT OR
LESS OF A CLASS:

If this statement is being
filed to report the fact
that as of the date hereof

the reporting person has
ceased to be the
beneficial owner of more
than five percent of the
class of securities, check
the following [].

ITEM 6. OWNERSHIP OF
 MORE THAN FIVE
 PERCENT ON
 BEHALF OF
 ANOTHER
 PERSON:

The 3,885,574 shares
beneficially owned by
Daruma Capital
Management, LLC and
Mariko O. Gordon are
held in the accounts of
private investment
vehicles and managed
accounts advised by
Daruma Capital
Management, LLC.

ITEM 7. IDENTIFICATION
 AND
 CLASSIFICATION
 OF THE
 SUBSIDIARY
 WHICH ACQUIRED
 THE SECURITY
 BEING REPORTED
 ON BY THE
 PARENT HOLDING
 COMPANY:

N/A

ITEM 8. IDENTIFICATION
 AND
 CLASSIFICATION
 OF MEMBERS OF
 THE GROUP:

N/A

ITEM 9. NOTICE OF
 DISSOLUTION OF
 GROUP:

N/A

ITEM 10. CERTIFICATION:

By signing below I
certify that, to the best of
my knowledge and belief,
the securities referred to
above were acquired and
are held in the ordinary
course of business and
were not acquired and are
not held for the purpose
of or with the effect of
changing or influencing
the control of the issuer
of the securities and were
not acquired and are not
held in connection with
or as a participant in any
transaction having that
purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 17, 2015

Date

Daruma Capital Management, LLC

/s/ Jesse M. Lindenberger-Schutz

Signature

Jesse M. Lindenberger-Schutz , Chief Compliance Officer

Name/Title

February 17, 2015

Date

Mariko O. Gordon

/s/ Mariko O. Gordon

Signature

Mariko O. Gordon, Chief Executive Officer

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

CUSIP No.: 351793104

Exhibit A AGREEMENT The undersigned agree that this Schedule 13G dated February 17, 2015 relating to the Common Stock, \$.01 par value per share of Francesca's Holdings Corporation shall be filed on behalf of the undersigned. DARUMA CAPITAL MANAGEMENT, LLC By: /s/ Jesse M. Lindenberger-Schutz Name: Jesse M. Lindenberger-Schutz Title: Chief Compliance Officer MARIKO O. GORDON /s/ Mariko O. Gordon Mariko O. Gordon, CFA

SIGNATURE