

Edgar Filing: FREDS INC - Form SC 13G/A

FREDS INC  
Form SC 13G/A  
February 12, 2010

SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

AMENDED - SCHEDULE 13G  
Amendment #1

Under the Securities and Exchange Act of 1934

Fred's Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

356108100  
(CUSIP Number)

December 31, 2009  
(Date of Event Which Requires Filing of this Statement)

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

This Schedule is filed pursuant to Rule 13d-1(b)

The information required in the remainder of this cover page (except any items to which the form provides a cross-reference) 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.

CUSIP NO. 356108100

-----  
1) Name of Reporting Person  
Ameriprise Financial, Inc.

S.S. or I.R.S. Identification No. of Above Person  
IRS No. 13-3180631

-----  
2) Check the Appropriate Box if a Member of a Group

(a) [ ]  
(b) [X]\*

\* This filing describes the reporting person's relationship with other persons, but the reporting person does not affirm the existence of a group.

-----  
3) SEC Use Only

-----  
4) Citizenship or Place of Organization

Delaware

-----  
5) Sole Voting Power

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-0-

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
6) Shared Voting Power 85,203  
-----  
7) Sole Dispositive Power -0-  
-----  
8) Shared Dispositive Power 1,544,535  
-----

9) Aggregate Amount Beneficially Owned by Each Reporting Person  
1,544,535  
-----

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
Not Applicable  
-----

11) Percent of Class Represented by Amount In Row (9)  
3.89%  
-----

12) Type of Reporting Person  
CO  
-----

CUSIP NO. 356108100  
-----

1) Name of Reporting Person  
RiverSource Investments, LLC  
  
S.S. or I.R.S. Identification No. of Above Person  
IRS No. 41-1533211  
-----

2) Check the Appropriate Box if a Member of a Group  
  
(a) [ ]  
(b) [X]\*  
-----

\* This filing describes the reporting person's relationship with other persons, but the reporting person does not affirm the existence of a group.  
-----

3) SEC Use Only  
-----  
4) Citizenship or Place of Organization  
Minnesota  
-----

5) Sole Voting Power -0-  
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6)	Shared Voting Power	85,203
	7)	Sole Dispositive Power	-0-
	8)	Shared Dispositive Power	1,544,535
-----			
9)	Aggregate Amount Beneficially Owned by Each Reporting Person		
	1,544,535		
-----			
10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares		
	Not Applicable		
-----			
11)	Percent of Class Represented by Amount In Row (9)		
	3.89%		
-----			
12)	Type of Reporting Person		
	IA		
-----			

1(a) Name of Issuer: Fred's Inc.

1(b) Address of Issuer's Principal Executive Offices: 4300 New Getwell Road  
Memphis, TN 38118

2(a) Name of Person Filing: (a) Ameriprise Financial, Inc.  
("AFI")  
  
(b) RiverSource Investments, LLC  
("RvS")

2(b) Address of Principal Business Office: c/o Ameriprise Financial, Inc.  
145 Ameriprise Financial Center  
Minneapolis, MN 55474

2(c) Citizenship: (a) Delaware  
  
(b) Minnesota

2(d) Title of Class of Securities: Common Stock

2(e) Cusip Number: 356108100

3 Information if statement is filed pursuant to Rules 13d-1(b) or 13d-2(b):

(a) Ameriprise Financial, Inc.  
  
A parent holding company in accordance with Rule 13d-1(b)(1)(ii)(G).  
(Note: See Item 7)

(b) RiverSource Investments, LLC

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An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E)

- 4 Incorporated by reference to Items (5)-(9) and (11) of the cover page pertaining to each reporting person.

AFI, as the parent company of RvS, may be deemed to beneficially own the shares reported herein by RvS. Accordingly, the shares reported herein by AFI include those shares separately reported herein by RvS.

Each of Ameriprise Financial, Inc. and RiverSource Investments, LLC, disclaims beneficial ownership of any shares reported on this Schedule.

- 5 Ownership of 5% or Less of a Class:

If this statement is being filed to report the fact 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 (X).

- 6 Ownership of more than 5% on Behalf of Another Person: Not Applicable

- 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

AFI: See Exhibit I

- 8 Identification and Classification of Members of the Group:

Not Applicable

- 9 Notice of Dissolution of Group:

Not Applicable

- 10 Certification:

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

Dated: February 10, 2010

Ameriprise Financial, Inc.

By /s/ Wade M. Voigt

-----  
Name: Wade M. Voigt

Title: Director - Fund Administration

Contact Information

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Wade M. Voigt  
Director - Fund Administration  
Telephone: (612) 671-5682

Exhibit Index

- Exhibit I Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.
- Exhibit II Joint Filing Agreement

Exhibit I

to

Schedule 13G

Ameriprise Financial, Inc., a Delaware Corporation, is a parent holding company. The classification and identity of the relevant subsidiaries is as follows:

Investment Adviser - RiverSource Investments, LLC, is investment adviser registered under section 203 of the Investment Advisers Act of 1940.

Exhibit II

to

Schedule 13G

Joint Filing Agreement

The undersigned persons agree and consent to the joint filing on their behalf of this Schedule 13G dated February 10, 2010 in connection with their beneficial ownership of Fred's Inc. RiverSource Investments, LLC authorizes Ameriprise Financial, Inc. to execute the Schedule 13G to which this Exhibit is attached and make any necessary amendments thereto.

Ameriprise Financial, Inc.

By: /s/ Wade M. Voigt

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Wade M. Voigt  
Director - Fund Administration

RiverSource Investments, LLC

By: /s/ Amy Johnson

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Amy Johnson  
Chief Administrative Officer