

Tillett Sandra  
Form 4  
October 15, 2009

**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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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Tillett Sandra

(Last) (First) (Middle)

C/O CHARLOTTE RUSSE  
HOLDING, INC., 4645 MORENA  
BOULEVARD

(Street)

SAN DIEGO, CA 92117

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
CHARLOTTE RUSSE HOLDING  
INC [CHIC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/14/2009

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)  
Executive VP, Store Operations

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	10/14/2009		D	8,500	D <u>(1)</u> 11,500	D	
Common Stock	10/14/2009		D	11,500	D <u>(2)</u> 0	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  
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SEC 1474  
(9-02)

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**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. Amount or Number of Shares
Stock Option (right to buy)	\$ 10.55	10/14/2009		D	20,000	<sup>(3)</sup> 09/28/2018	Common Stock	20,000
Stock Option (right to buy)	\$ 17.8	10/14/2009		D	10,000	<sup>(4)</sup> 06/02/2018	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tillett Sandra C/O CHARLOTTE RUSSE HOLDING, INC. 4645 MORENA BOULEVARD SAN DIEGO, CA 92117			Executive VP, Store Operations	

## Signatures

/s/ Sandra Tillett                      10/14/2009

                                          Date  
Reporting Person

## 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) Disposed of pursuant to merger agreement between the issuer and Advent CR Holdings, Inc. in exchange for \$17.50 per share on October 14, 2009, the effective date of the merger.
- (2) Disposed of pursuant to merger agreement between the issuer and Advent CR Holdings, Inc. in exchange for \$17.50 per share on October 14, 2009, the effective date of the merger.
- (3) This option, which originally provided for vesting in three equal annual installments from the date of grant and for which the vesting was accelerated in connection with the merger, was canceled in the merger in exchange for a cash payment of \$139,000, representing the number of shares subject to the option multiplied by the difference between the exercise price per share of the option and \$17.50.
- (4)

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This option, which originally provided for vesting in three installments of 3,333 shares on each of June 2, 2009, June 2, 2010 and June 2, 2011, was canceled in the merger in exchange for a cash payment of \$0, as the exercise price of the option exceeded \$17.50 per share.

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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