FREDS INC Form 4 August 12, 2016

# FORM 4

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

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

McElroy Ryan

(Middle) (First)

2. Issuer Name and Ticker or Trading Symbol

FREDS INC [FRED]

3. Date of Earliest Transaction

(Month/Day/Year) 05/31/2016

(Check all applicable)

5. Relationship of Reporting Person(s) to

Director 10% Owner X\_ Officer (give title Other (specify

below) below) **SVP** 

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

4300 NEW GETWELL ROAD

4. If Amendment, Date Original

Filed(Month/Day/Year)

(City) (State) (Zip)

(Street)

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

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

MEMPHIS, TN 38118

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Security or Exercise any Code Securities (Month/Day/Year)

Edgar Filing: FREDS INC - Form 4

(Instr. 3) Price of Derivative Security

(Month/Day/Year) (Instr. 8) Acquired (A)

or Disposed of

(D) (Instr. 3, 4, and 5)

Code V

(A)

(D) Date Exercisable Expiration Date

Title

or Numbe of Shar

12,00

Amour

**Options** 

on Class A

\$ 14.68 05/31/2016  $A^{(1)}$ 12,000 05/31/2017(1) 05/31/2023 Common

Class A

Stock

Common Stock (1)

# **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McElroy Ryan

4300 NEW GETWELL ROAD

**SVP** 

MEMPHIS, TN 38118

# **Signatures**

Jerry Shore by power of attorney

08/12/2016

\*\*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) Granted 12000 stock options which vest 20% per year on the 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2