

FREDS INC
Form 8-K
January 17, 2017

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 17, 2017 (January 10, 2017)

FRED'S, INC.

(Exact Name of Registrant as Specified in Charter)

Commission File Number 001-14565

<u>Tennessee</u>	<u>62-0634010</u>
	(I.R.S. Employer
(State or Other Jurisdiction	Identification
of Incorporation)	No.)
<u>4300 New Getwell Road, Memphis, Tennessee 38118</u>	
(Address of principal executive offices)	
<u>(901) 365-8880</u>	
Registrant's telephone number, including area code	

Not Applicable

(Former Name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 3.02. UNREGISTERED SALES OF EQUITY SECURITIES.

On January 11, 2017, Fred's, Inc. (the "Company") issued 490,074 shares of its Class A common stock, no par value, to A.T. Kearney, Inc. in consideration of consulting services. The aggregate value of the consulting services to be received in respect of the shares is approximately \$4.5 million. The shares were issued pursuant to the exemption from registration provided in Section 4(a)(2) of the Securities Act of 1933, as amended, as a transaction not involving a public offering.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FRED'S, INC.

(Registrant)

Date: January 17, 2017 By: /s/ Rick J. Hans

Name: Rick J. Hans

Title: Executive Vice President, Chief Financial Officer
and Secretary