

**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): **October 24, 2011**

Citi Trends, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-51315

(Commission File Number)

52-2150697

(IRS Employer Identification No.)

104 Coleman Boulevard, Savannah, Georgia

(Address of principal executive offices)

31408

(Zip Code)

Registrant's telephone number, including area code: **(912) 236-1561**

Former name or former address, if changed since last report: **Not applicable**

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 (See General Instruction A.2 below):

- 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers..

On October 24, 2011, Elizabeth R. Feher resigned as Executive Vice President and Chief Merchandising Officer of the Company. A copy of the Company's Press Release, issued October 24, 2011 (the "Press Release"), announcing the resignation of Ms. Feher is attached to this Current Report on Form 8-K ("Current Report") as Exhibit 99.1. The content of Exhibit 99.1 is incorporated herein solely for purposes of this Item 5.02 disclosure.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--------------------------------------|
| 99.1 | Press Release dated October 24, 2011 |

SIGNATURE

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 thereunto duly authorized.

CITI TRENDS, INC.

By: /s/ Bruce D. Smith
Name: Bruce D. Smith
Title: Chief Financial Officer

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Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--------------------------------------|
| 99.1 | Press Release dated October 24, 2011 |

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**CITI TRENDS ANNOUNCES DEPARTURE
OF CHIEF MERCHANDISING OFFICER**

ED ANDERSON TEMPORARILY RESUMING EXECUTIVE CHAIRMAN ROLE

SAVANNAH, GA (October 24, 2011) — Citi Trends, Inc. (NASDAQ: CTRN) today announced the resignation of Elizabeth R. Feher, the Company's Executive Vice President and Chief Merchandising Officer.

David Alexander, the Company's President and Chief Executive Officer, stated, "We want to express our gratitude for Beth's valuable contributions to our Company and the merchandising team over the last 3.5 years and wish her all the best in her future endeavors."

The Company also announced that Ed Anderson, the Company's Board Chairman, will temporarily resume his previous role as Executive Chairman and, in that capacity, oversee merchandising and marketing while the Company undertakes a search for a new Chief Merchandising Officer. "We appreciate Ed's willingness to step in and assist the Company. We are confident that the Company will be able to focus fully on its search for a new chief merchant knowing those operations are in experienced, capable hands," Mr. Alexander said.

About Citi Trends

Citi Trends, Inc. is a value-priced retailer of urban fashion apparel and accessories for the entire family. The Company operates 504 stores located in 28 states. Citi Trends' website address is www.cititrends.com. CTRN-E

Forward-Looking Statements

All statements other than historical facts contained in this news release, including statements regarding our future financial results and position, business policy and plans and objectives of management for future operations, are forward-looking statements that are subject to material risks and uncertainties. The words "believe," "may," "could," "plans," "estimate," "continue," "anticipate," "intend," "expect" and similar expressions, as they relate to Citi Trends, are intended to identify forward-looking statements. Investors are cautioned that any such forward-looking statements are not guarantees of future performance or results and are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified. Actual results or developments may differ materially from those included in the forward-looking statements, as a result of various factors which are discussed in Citi Trends, Inc. filings with the Securities and Exchange Commission. Forward-looking statements contained herein speak only as of the date of this press release. Except as required by applicable law, including the securities laws of the United States and the rules and regulations of the Securities and Exchange Commission, Citi Trends does not undertake to publicly update any forward-looking statements in this news release or with respect to matters described herein, whether as a result of any new information, future events or otherwise.

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David Alexander
President and Chief Executive Officer
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