

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended August 1, 2009

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 000-51315

CITI TRENDS, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

52-2150697
(I.R.S. 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**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer
(Do not check if a smaller reporting company)

Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

Class	Outstanding at August 12, 2009
Common Stock, \$.01 par value	14,690,583 shares

Item 1	Financial Statements	
	Condensed Balance Sheets (unaudited) August 1, 2009 and January 31, 2009	3
	Condensed Statements of Operations (unaudited) Twenty-six weeks ended August 1, 2009 and August 2, 2008	4
	Condensed Statements of Operations (unaudited) Thirteen weeks ended August 1, 2009 and August 2, 2008	4
	Condensed Statements of Cash Flows (unaudited) Twenty-six weeks ended August 1, 2009 and August 2, 2008	5
	Notes to the Condensed Financial Statements (unaudited)	6
Item 2	Management’s Discussion and Analysis of Financial Condition and Results of Operations	10
Item 3	Quantitative and Qualitative Disclosures About Market Risk	14
Item 4	Controls and Procedures	14
PART II	OTHER INFORMATION	
Item 1	Legal Proceedings	15
Item 1A	Risk Factors	15
Item 2	Unregistered Sales of Equity Securities and Use of Proceeds	15
Item 3	Defaults Upon Senior Securities	15
Item 4	Submission of Matters to a Vote of Security Holders	15
Item 5	Other Information	15
Item 6	Exhibits	16
	SIGNATURES	17

[Table of Contents](#)

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

Citi Trends, Inc.

**Condensed Balance Sheets
August 1, 2009 and January 31, 2009
(Unaudited)**

(in thousands, except share data)

	<u>August 1, 2009</u>	<u>January 31, 2009</u>
Assets		
Current assets:		
Cash and cash equivalents	\$ 36,361	\$ 33,516
Short-term investment securities	42,468	—
Inventory	88,829	86,259
Prepaid and other current assets	8,973	10,625
Income tax receivable	504	—
Deferred tax asset	3,722	3,447
Total current assets	<u>180,857</u>	<u>133,847</u>
Property and equipment, net	59,741	58,861
Long-term investment securities	—	43,825
Goodwill	1,371	1,371
Deferred tax asset	2,892	2,480
Other assets	481	405
Total assets	<u>\$ 245,342</u>	<u>\$ 240,789</u>
Liabilities and Stockholders’ Equity		
Current liabilities:		
Accounts payable	\$ 46,129	\$ 52,295
Accrued expenses	12,072	11,478
Accrued compensation	8,264	7,514
Current portion of capital lease obligations	562	1,403

Income tax payable	—	682
Layaway deposits	1,808	564
Total current liabilities	68,835	73,936
Other long-term liabilities	8,836	8,646
Total liabilities	77,671	82,582
Stockholders' equity:		
Common stock, \$0.01 par value. Authorized 32,000,000 shares; 14,845,679 shares issued as of August 1, 2009 and 14,698,852 shares issued as of January 31, 2009; 14,679,929 shares outstanding as of August 1, 2009 and 14,533,102 outstanding as of January 31, 2009	145	145
Paid-in-capital	72,554	70,950
Retained earnings	95,137	87,277
Treasury stock, at cost; 165,750 shares as of August 1, 2009 and January 31, 2009	(165)	(165)
Total stockholders' equity	167,671	158,207
Commitments and contingencies (note 7)		
Total liabilities and stockholders' equity	\$ 245,342	\$ 240,789

See accompanying notes to the condensed financial statements (unaudited).

[Table of Contents](#)

Citi Trends, Inc.
Condensed Statements of Operations
Twenty-six Weeks Ended August 1, 2009 and August 2, 2008
(Unaudited)
(in thousands, except per share data)

	August 1, 2009	August 2, 2008
Net sales	\$ 254,702	\$ 236,651
Cost of sales	154,920	144,964
Gross profit	99,782	91,687
Selling, general and administrative expenses	79,127	73,118
Depreciation and amortization	8,828	7,781
Income from operations	11,827	10,788
Interest income	244	1,425
Interest expense	(69)	(162)
Unrealized loss on investment securities	(57)	—
Income before income tax expense	11,945	12,051
Income tax expense	4,085	4,037
Net income	\$ 7,860	\$ 8,014
Basic net income per common share	\$ 0.54	\$ 0.56
Diluted net income per common share	\$ 0.54	\$ 0.56
Net income attributable to common shares		
Basic	\$ 7,700	\$ 7,927
Diluted	\$ 7,700	\$ 7,928
Weighted average number of shares outstanding		
Basic	14,342	14,071
Diluted	14,370	14,248

Citi Trends, Inc.
Condensed Statements of Operations
Thirteen Weeks Ended August 1, 2009 and August 2, 2008
(Unaudited)
(in thousands, except per share data)

	August 1, 2009	August 2, 2008
Net sales	\$ 111,605	\$ 115,655
Cost of sales	69,011	70,731
Gross profit	42,594	44,924
Selling, general and administrative expenses	38,994	36,877
Depreciation and amortization	4,455	4,078
Income (loss) from operations	(855)	3,969
Interest income	105	557
Interest expense	(28)	(75)
Unrealized gain on investment securities	671	—
Income (loss) before income tax expense (benefit)	(107)	4,451
Income tax expense (benefit)	(38)	1,605
Net income (loss)	\$ (69)	\$ 2,846
Basic net income (loss) per common share	\$ (0.00)	\$ 0.20
Diluted net income (loss) per common share	\$ (0.00)	\$ 0.20
Net income (loss) attributable to common shares		

Basic	\$ (69)	\$ 2,807
Diluted	\$ (69)	\$ 2,808
Weighted average number of shares outstanding		
Basic	14,365	14,095
Diluted	14,365	14,279

See accompanying notes to the condensed financial statements (unaudited).

4

[Table of Contents](#)

Citi Trends, Inc.

Condensed Statements of Cash Flow
Twenty-six Weeks Ended August 1, 2009 and August 2, 2008
(Unaudited)

(in thousands)

	August 1, 2009	August 2, 2008
Operating activities:		
Net income	\$ 7,860	\$ 8,014
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	8,828	7,781
Loss on disposal of property and equipment	254	8
Deferred income taxes	(687)	(1,568)
Noncash stock-based compensation expense	1,004	973
Excess tax benefits from stock-based payment arrangements	(685)	(465)
Unrealized loss on auction rate securities	57	—
Changes in assets and liabilities:		
Inventory	(2,570)	(2,910)
Prepaid and other current assets	1,652	(1,504)
Other assets	(76)	(40)
Accounts payable	(6,166)	(45)
Accrued expenses and other long-term liabilities	784	(855)
Accrued compensation	750	1,546
Income tax receivable / payable	(501)	100
Layaway deposits	1,244	982
Net cash provided by operating activities	11,748	12,017
Investing activities:		
Purchases of investment securities	—	(4,000)
Sales/redemptions of investment securities	1,300	5,775
Purchases of property and equipment	(9,962)	(12,747)
Net cash used in investing activities	(8,662)	(10,972)
Financing activities:		
Repayments on capital lease obligations	(841)	(785)
Excess tax benefits from stock-based payment arrangements	685	465
Proceeds from the exercise of stock options	268	333
Cash used to settle equity instruments granted under stock-based payment arrangements	(353)	(70)
Net cash used in financing activities	(241)	(57)
Net increase in cash and cash equivalents	2,845	988
Cash and cash equivalents:		
Beginning of period	33,516	6,203
End of period	\$ 36,361	\$ 7,191
Supplemental disclosures of cash flow information:		
Cash paid for interest	\$ 59	\$ 151
Cash paid for income taxes	\$ 5,273	\$ 5,505

See accompanying notes to the condensed financial statements (unaudited).

5

[Table of Contents](#)

Citi Trends, Inc.
Notes to the Condensed Financial Statements (unaudited)
August 1, 2009

1. Basis of Presentation

Citi Trends, Inc. (the “Company”) is a rapidly growing, value-priced retailer of urban fashion apparel and accessories for the entire family. As of August 1, 2009, the Company operated 370 stores in 23 states.

The condensed balance sheet as of August 1, 2009, the condensed statements of operations for the twenty-six and thirteen-week periods ended August 1, 2009 and August 2, 2008, and the condensed statements of cash flows for the twenty-six week periods ended August 1, 2009 and August 2, 2008 have been prepared by the Company without audit. The condensed balance sheet as of January 31, 2009 has been derived from the audited financial statements as of that date, but does not include all required year end disclosures. In the opinion of management, such statements include all adjustments considered necessary to present fairly the Company’s financial position as of August 1, 2009 and January 31, 2009, and its results of operations and cash flows for all periods presented. It is suggested that these condensed financial statements be read in conjunction with the financial statements and the notes thereto included in the Company’s latest Annual Report on Form 10-K for the year ended January 31, 2009.

The accompanying unaudited condensed financial statements are prepared in accordance with U.S. generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. Operating results for the interim periods ended August 1, 2009 are not necessarily indicative of the results that may be expected for the fiscal year ending January 30, 2010.

The following contains references to years 2009 and 2008, which represent fiscal years ending or ended on January 30, 2010 (fiscal 2009) and January 31, 2009 (fiscal 2008), respectively. Fiscal 2009 and fiscal 2008 both have 52-week accounting periods.

2. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and use assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The most significant estimates made by management include those made in the valuation of inventory, investment securities, stock-based compensation, property and equipment, and income taxes. Management periodically evaluates estimates used in the preparation of the financial statements for continued reasonableness. Appropriate adjustments, if any, to the estimates used are made prospectively based on such periodic evaluations.

3. Earnings per Share

Basic earnings per common share amounts are calculated using the weighted average number of common shares outstanding for the period. Diluted earnings per common share amounts are calculated using the weighted average number of common shares outstanding plus the additional dilution for all potentially dilutive securities, such as stock options and nonvested restricted stock. During loss periods, diluted earnings per share amounts are based on the weighted average number of common shares outstanding.

In accordance with the Financial Accounting Standards Board (“FASB”) Statement of Financial Accounting Standards (“SFAS”) No. 128, *Earnings per Share*, the Company calculates the dilutive effect of stock-based compensation arrangements using the treasury stock method. This method assumes that the proceeds the Company receives from the exercise of stock options are used to repurchase common shares in the market. In accordance with SFAS No. 123R, *Share-Based Payment*, the Company includes as assumed proceeds the amount of compensation cost attributed to future services and not yet recognized, and the amount of tax benefits, if any, that would be credited to additional paid-in capital assuming exercise of outstanding options and vesting of nonvested restricted stock. For the thirteen weeks ended August 1, 2009 and August 2, 2008, there were 67,000 and 77,000 options outstanding, respectively, to purchase shares of common stock excluded from the calculation of diluted earnings per share because of antidilution. For the twenty-six weeks ended August 1, 2009 and August 2, 2008, there were 68,000 and 79,000 options outstanding, respectively, to purchase shares of common stock excluded from the calculation of diluted earnings per share because of antidilution.

On February 1, 2009, the Company adopted FASB Staff Position Emerging Issues Task Force (EITF) 03-6-1, “*Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities*” (“FSP EITF 03-6-1”). FSP EITF 03-6-1 addresses determinations as to whether instruments granted in share-based payment transactions are participating securities prior to vesting and, therefore, need to be included in the earnings allocation in computing earnings per share under the two-class method described in paragraphs 60 and 61 of SFAS No. 128. Nonvested restricted stock awards granted to employees and non-employee directors contain nonforfeitable dividend rights and, therefore, are now considered participating securities in accordance with FSP EITF 03-6-1. We have prepared our current and prior period earnings per share computations to exclude net income allocated to nonvested share awards.

[Table of Contents](#)

The following table sets forth the computation of basic and diluted net income (loss) per share (in thousands, except per share amounts):

	<u>Twenty-six Weeks Ended</u>	
	<u>August 1, 2009</u>	<u>August 2, 2008</u>
Basic:		
Numerator		
Net income	\$ 7,860	\$ 8,014
Net income allocated to participating securities	(160)	(87)
Net income attributable to common stockholders-basic	\$ 7,700	\$ 7,927
Denominator		
Weighted average common shares	14,342	14,071
Net income attributable to common stockholders per share-basic	\$ 0.54	\$ 0.56
Diluted:		
Numerator		

Net income	\$	7,860	\$	8,014
Net income allocated to participating securities		(160)		(86)
Net income attributable to common stockholders-diluted	\$	7,700	\$	7,928
Denominator				
Denominator for basic calculation		14,342		14,071
Effect of dilutive securities — stock options		28		177
Denominator for diluted calculation		14,370		14,248
Net income attributable to common stockholders per share-diluted	\$	0.54	\$	0.56
Thirteen Weeks Ended				
		August 1, 2009	August 2, 2008	
Basic:				
Numerator				
Net income (loss)	\$	(69)	\$	2,846
Net income allocated to participating securities		—		(39)
Net income (loss) attributable to common stockholders-basic	\$	(69)	\$	2,807
Denominator				
Weighted average common shares		14,365		14,095
Net income (loss) attributable to common stockholders per share-basic	\$	(0.00)	\$	0.20
Diluted:				
Numerator				
Net income (loss)	\$	(69)	\$	2,846
Net income allocated to participating securities		—		(38)
Net income (loss) attributable to common stockholders-diluted	\$	(69)	\$	2,808
Denominator				
Denominator for basic calculation		14,365		14,095
Effect of dilutive securities — stock options		—		184
Denominator for diluted calculation		14,365		14,279
Net income (loss) attributable to common stockholders per share-diluted	\$	(0.00)	\$	0.20

[Table of Contents](#)

4. Fair Value Measurement

SFAS No. 157, *Fair Value Measurements*, defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal or most advantageous market at the measurement date. This statement also establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels, which are described below:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.

Level 3: Unobservable inputs are used when little or no market data is available. Level 3 inputs are given the lowest priority in the fair value hierarchy.

As of August 1, 2009, the Company had \$38.1 million (\$42.5 million at par value) of investments in municipal auction rate securities (“ARS”) issued by student loan funding organizations. The ARS are classified as trading securities and are reflected at estimated fair value. These securities are high-grade (at least AA-rated with one or more rating agencies) and approximately 79% are either guaranteed by the Department of Education under the Federal Family Education Loan Program (35%) or backed by insurance companies, AMBAC Assurance Corporation (32%) or MBIA Insurance Corporation (12%). Historically, liquidity for investors in ARS was provided via an auction process that reset the interest rate every 35 days, allowing investors to either roll over their investments or sell them at par value. Beginning in February 2008, there was insufficient demand for these types of investments during the auctions and, as a result, these securities became illiquid. Although the auctions for the securities have failed, the Company has not experienced any defaults and continues to earn and receive interest on all of the investments still owned by the Company.

There was insufficient observable market information available as of August 1, 2009 to determine the fair value of the Company’s ARS. Accordingly, the Company estimated Level 3 fair values for these securities based on assumptions that market participants would use in their estimates of fair value. These assumptions included, among other things, discounted cash flow projections, the timing of expected future successful auctions or redemptions, collateralization of the underlying securities and the creditworthiness of the issuers and insurance companies. Based on this Level 3 valuation, the ARS investments were valued at \$38.1 million as of August 1, 2009, representing a \$4.4 million decline from par value.

In November 2008, the Company accepted an offer (the “Right”) from UBS AG (“UBS”) allowing the Company to sell at par value the remaining ARS to UBS at anytime during a two-year period from June 30, 2010 through July 2, 2012. In accepting the Right, the Company granted UBS the authority to sell or auction the ARS at par value at any time up until the expiration date of the Right and released UBS from any claims relating to the marketing and sale of

ARS. The ARS will continue to earn interest until they are liquidated. The obligations of UBS under the Right are not secured by its assets and do not require UBS to obtain any financing to purchase the ARS. UBS has disclaimed any assurance that it will have sufficient financial resources to satisfy its obligations under the Right. If UBS does not have sufficient funding to buy back the ARS and no alternative buyers are located either through the auction process, issuer redemptions or other means, then the Company may not be able to access cash by selling these securities without incurring a loss of principal.

The Right represents a put option and is recognized as an instrument separate from the ARS. The Company elected to account for this Right at fair value under SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*. The Right was valued at \$4.3 million as of August 1, 2009 using a discounted cash flow approach that includes estimates of interest rates and the credit risk associated with UBS. This valuation is based on unobservable inputs, therefore, represents a Level 3 fair value. Prior to the acceptance of the Right, the ARS were classified as available-for-sale. Upon acceptance of the Right, the ARS were reclassified to trading securities. The ARS and the Right included in the August 1, 2009 condensed balance sheet are classified as current assets due to the expectation that liquidity will occur during the next twelve months through the Company's exercise of the Right.

The following table provides a summary of activity for the Company's assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the twenty-six weeks ended August 1, 2009 (in thousands):

	Put Option Related to ARS		Auction Rate Securities	
Balance as of January 31, 2009	\$	4,901	\$	38,924
Unrealized gain (loss) on investment securities included in earnings		(440)		383
Sales/redemptions of investment securities		(119)		(1,181)
Balance as of August 1, 2009	\$	4,342	\$	38,126

8

[Table of Contents](#)

5. Comprehensive Income (Loss)

The components of comprehensive income (loss) for all periods presented are as follows (in thousands):

	Twenty-six Weeks Ended		Thirteen Weeks Ended	
	August 1, 2009	August 2, 2008	August 1, 2009	August 2, 2008
Net income (loss), as reported	\$ 7,860	\$ 8,014	\$ (69)	\$ 2,846
Other comprehensive loss:				
Unrealized loss on available-for-sale securities, net of tax of \$209 and \$1,093 in the 13 weeks and 26 weeks ended August 2, 2008, respectively	—	(1,695)	—	(324)
Comprehensive income (loss)	\$ 7,860	\$ 6,319	\$ (69)	\$ 2,522

6. Revolving Line of Credit

On March 25, 2009, the Company's \$35 million unsecured revolving credit facility with Bank of America was amended to extend the expiration date to March 24, 2010 and to lower the commitment to \$20 million, reflecting the Company's cash position and the fact that there had been no borrowings under the facility. In addition, changes were made to the pricing of the facility, including an increase in the unused commitment fee from 0.15% to 0.25% and an amendment of the interest rates. Loans under the facility now bear interest at either (a) a rate equal to the highest of (i) the Federal Funds Rate plus 0.50%, (ii) LIBOR plus 1.0% and (iii) Bank of America's prime rate, plus an applicable margin; or (b) a rate equal to LIBOR plus an applicable margin. The applicable margin, which increased 0.75% under the amendment, is dependent on the Company's consolidated leverage ratio and ranges from 0.75% to 1.25% for loans bearing interest at the rate described under (a) above and from 1.75% to 2.25% for loans bearing interest at the rate described under (b) above. The Company has had no borrowings under this facility.

7. Commitments and Contingencies

The Company from time to time is involved in various legal proceedings incidental to the conduct of its business, including claims by customers, employees or former employees. While litigation is subject to uncertainties and the outcome of any litigated matter is not predictable, the Company is not aware of any legal proceedings pending or threatened against it that it expects to have a material adverse effect on its financial condition, results of operations or liquidity.

8. Recent Accounting Pronouncements

The Company adopted the methods of fair value as described in SFAS No. 157, *Fair Value Measurements*, for financial assets and liabilities on February 3, 2008 and for non-financial assets and liabilities on February 1, 2009 and has incorporated the related staff positions and interpretations, including FSP SFAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*, which was issued in April 2009. SFAS No. 157 defines fair value, establishes a framework for measuring fair value, and requires additional disclosures about fair value measurements. The adoption of SFAS No. 157 did not have a material impact on the Company's financial statements.

As discussed in Note 3, the Company adopted FSP EITF 03-6-1 on February 1, 2009. Implementation of FSP EITF 03-6-1 will change the way the Company calculates earnings per share and is expected to reduce basic and diluted earnings per share for the fiscal year ending January 30, 2010 by approximately \$0.03. All prior period earnings per share information must be adjusted retrospectively. Previously reported basic and diluted earnings per share for the year ended January 31, 2009 will decrease by \$0.02.

In April 2009, the FASB issued FSP SFAS 107-1 and Accounting Principles Board (APB) Opinion No. 28-1, *Interim Disclosures about Fair Value of Financial Instruments*, which amends SFAS No. 107, *Disclosures about Fair Value of Financial Instruments*, and APB Opinion No. 28, *Interim Financial Reporting*, to require an entity to provide interim disclosures about the fair value of all financial instruments within the scope of SFAS No. 107 and to include disclosures related to the methods and significant assumptions used in estimating those instruments. This FSP is effective for interim and annual periods ending after June 15, 2009, and accordingly, the Company adopted it during the second quarter of 2009. Adoption of this FSP had no material impact on the Company's financial statements. See Note 4 for these disclosures.

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events*, which establishes general standards for accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. SFAS No. 165 requires the disclosure of the date through which an entity has evaluated subsequent events and the rationale for why that date was selected. This statement is effective for interim and annual periods ending after June 15, 2009, and accordingly, the Company adopted it during the second quarter of 2009. In preparing these financial statements, the Company evaluated the events and transactions through the time of filing these financial statements with the SEC on August 28, 2009.

[Table of Contents](#)

In July 2009, the FASB issued SFAS No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles*. SFAS No. 168 establishes the FASB Accounting Standards Codification (the "Codification"), which supersedes all existing accounting standards and will become the single source of authoritative non-governmental U.S. GAAP. All other accounting literature not included in the Codification will be considered non-authoritative. The Company will begin to use the new guidelines and numbering system prescribed by the Codification when referring to GAAP beginning in the third quarter of 2009 and there is not expected to be any impact on the Company's financial statements since the Codification was not intended to change existing GAAP.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Forward-Looking Statements

Except for specific historical information, many of the matters discussed in this Form 10-Q may express or imply projections of revenues or expenditures, statements of plans and objectives for future operations, growth or initiatives, statements of future economic performance, or statements regarding the outcome or impact of pending or threatened litigation. These, and similar statements, are forward-looking statements concerning matters that involve risks, uncertainties and other factors that may cause the actual performance of the Company to differ materially from those expressed or implied by these statements. All forward-looking information should be evaluated in the context of these risks, uncertainties and other factors. The words "believe," "anticipate," "project," "plan," "expect," "estimate," "objective," "forecast," "goal," "intend," "will likely result," or "will continue" and similar words and expressions generally identify forward-looking statements. The Company believes the assumptions underlying these forward-looking statements are reasonable; however, any of the assumptions could be inaccurate, and therefore, actual results may differ materially from those projected in the forward-looking statements.

The factors that may result in actual results differing from such forward-looking information include, but are not limited to: transportation and distribution delays or interruptions; changes in freight rates; the Company's ability to negotiate effectively the cost and purchase of merchandise; inventory risks due to shifts in market demand; the Company's ability to gauge fashion trends and changing consumer preferences; changes in consumer spending on apparel; changes in product mix; interruptions in suppliers' businesses; interest rate fluctuations; a deterioration in general economic conditions caused by acts of war or terrorism or other factors; temporary changes in demand due to weather patterns; seasonality of the Company's business; delays associated with building, opening and operating new stores; delays associated with building, opening, expanding or converting new or existing distribution centers; the future liquidity of auction rate securities; and other factors described in the section titled "Item 1A. Risk Factors" and elsewhere in the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2009 and in Part II, "Item 1A. Risk Factors," and elsewhere in the Company's Quarterly Reports on Form 10-Q and any amendments thereto and in the other documents the Company files with the Securities and Exchange Commission ("SEC"), including reports on Form 8-K.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Form 10-Q. Except as may be required by law, the Company undertakes no obligation to update or revise publicly any forward-looking statements contained herein to reflect events or circumstances occurring after the date of this Form 10-Q or to reflect the occurrence of unanticipated events. Readers are advised, however, to read any further disclosures the Company may make on related subjects in its public disclosures or documents filed with the SEC.

Overview

We are a rapidly growing, value-priced retailer of urban fashion apparel and accessories for the entire family. Our merchandise offerings are designed to appeal to the preferences of fashion conscious consumers, particularly African-Americans. Originally our stores were located in the Southeast, and in recent years we expanded into the Mid-Atlantic and Midwest regions and the states of Texas and California. We operated 370 stores in both urban and rural markets in 23 states as of August 1, 2009.

We measure performance using key operating statistics. One of the main performance measures we use is comparable store sales growth. We define a comparable store as a store that has been opened for an entire fiscal year. Therefore, a store will not be considered a comparable store until its 13th month of operation at the earliest or until its 24th month at the latest. As an example, stores opened in fiscal 2008 and fiscal 2009 are not considered comparable stores in fiscal 2009. Relocated and expanded stores are included in the comparable store sales results. We also use other operating statistics, most notably average sales per store, to measure our performance. As we typically occupy existing space in established shopping centers rather than sites built specifically for our stores, store square footage (and therefore sales per square foot) varies by store. We focus on overall store sales volume as the critical driver of profitability. The average sales per store has increased over the years, as we have increased comparable store sales and opened new stores that are generally larger than our historical store base. Average sales per store increased from \$0.8 million in fiscal 2000 to \$1.4 million in fiscal 2008. In addition to sales, we measure gross profit as a percentage of sales and store operating expenses, with a particular focus on labor, as a percentage of sales. These results translate into store level contribution, which we use to evaluate overall performance of each individual store. Finally, we monitor corporate expenses against budgeted amounts.

[Table of Contents](#)

Accounting Periods

The following discussion contains references to fiscal years 2009 and 2008, which represent fiscal years ending or ended on January 30, 2010 (fiscal 2009) and January 31, 2009 (fiscal 2008), respectively. Fiscal 2009 and fiscal 2008 both have 52-week accounting periods. This discussion and analysis should be read with the condensed financial statements and the notes thereto.

Results of Operations

The following discussion of the Company's financial performance is based on the condensed financial statements set forth herein. The nature of the Company's business is seasonal. Historically, sales in the first and fourth quarters have been higher than sales achieved in the second and third quarters of the fiscal year. Expenses and, to a greater extent, operating income, vary by quarter. Results of a period shorter than a full year may not be indicative of results expected for the entire year. Furthermore, the seasonal nature of the Company's business may affect comparisons between periods.

Twenty-six Weeks Ended August 1, 2009 and August 2, 2008

Net Sales. Net sales increased \$18.0 million, or 7.6%, to \$254.7 million in the twenty-six weeks ended August 1, 2009 from \$236.7 million in the twenty-six weeks ended August 2, 2008. The increase in net sales was due primarily to 39 new stores opened since last year's second quarter and 16 new stores opened in the first half of 2008 for which there was not a full twenty-six weeks of sales in 2008's first half, partially offset by a 2.2% decrease in comparable store sales and the effect of closing four stores since last year's second quarter. Comparable store sales were adversely affected by the comparison against last year's first half which included the benefit of strong spending by our customers when they received their government stimulus checks. In addition, approximately \$1 million of sales are estimated to have shifted from the first half of this year to the first week of the third quarter due to later back-to-school sales tax holidays in eight of the states in which we operate. Comparable stores include locations that have been relocated or expanded. There were five stores relocated or expanded in the first half of 2009 and nine stores relocated or expanded in fiscal 2008, all of which impacted comparable store sales. Sales in comparable relocated and expanded stores increased 11.0% in the first half of 2009, while sales in all other comparable stores decreased 2.8%. The 2.2% decrease in overall comparable store sales consisted of a 3.7% decrease in the number of customer transactions, partially offset by a 1.5% increase in the average customer purchase. Comparable store sales changes by major merchandise class were as follows in the first half of 2009: Accessories +2%; Children's +2%; Home +2%; Women's -4%; Men's -5%.

The new stores opened in 2008 and 2009, net of the closed stores, accounted for a \$22.9 million increase in total sales, while the 2.2% sales decrease in the 315 comparable stores totaled \$4.9 million.

Gross Profit. Gross profit increased \$8.1 million, or 8.8%, to \$99.8 million in the first half of 2009 from \$91.7 million last year. The increase in gross profit is a result of the increase in sales, together with an improvement in the gross margin to 39.2% in this year's first half from 38.7% last year. The higher gross margin was the result of a 50 basis point reduction in inventory shrinkage as a percentage of sales due to steps taken to better control shrinkage, including a greater focus on problem stores by the store operations and loss prevention departments, the addition of sophisticated surveillance systems in high shrinkage stores, and lower inventory levels. A reduction in freight costs resulting from lower gasoline prices and a slight increase in the initial markup on merchandise combined to offset a 40 basis point increase in markdowns that was a result of the negative comparable store sales.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased \$6.0 million, or 8.2%, to \$79.1 million in the first half of 2009 from \$73.1 million in last year's first half. The increase in these expenses was due primarily to additional store level, distribution and corporate costs arising from the opening of 39 new stores, net of the effect of closing four stores, since the end of last year's second quarter. As a percentage of sales, selling, general and administrative expenses increased in the first half to 31.1% from 30.9% last year, due primarily to the deleveraging effect that occurs on expenses as a percentage of sales when comparable store sales decrease while operating expenses are increasing at a normal rate of inflation. Expenses were managed well, increasing only 8.2% despite a 13% increase in store selling square footage since the second quarter of 2008.

Depreciation and Amortization. Depreciation and amortization expense increased \$1.0 million, or 13.5%, to \$8.8 million in the first half of 2009 from \$7.8 million in the first half of 2008, as the result of capital expenditures incurred for new and relocated/expanded stores and the expansion of the Darlington distribution center.

Interest Income. Interest income decreased to \$0.2 million from \$1.4 million in the first half of 2008 due to a declining interest rate environment which affected our returns on auction rate securities as well as cash and cash equivalents.

Interest Expense. Interest expense decreased to \$69,000 in the first half of 2009 from \$162,000 last year due to the normal decline in the interest portion of payments on our capital lease obligations as the principal portion of such obligations is reduced.

Unrealized Loss on Investment Securities. An impairment loss of \$57,000 on our investments in auction rate securities and a related put option is reflected in the first half of 2009.

Income Tax Expense. The provision for income taxes increased 1.2% to \$4.1 million in this year's first half from \$4.0 million in the first half of 2008 due to an increase in the effective income tax rate to 34.2% compared to 33.5% last year, partially offset by a slight decrease in pretax income. The increase in the effective rate is a result of less tax-exempt interest income this year, as discussed above.

[Table of Contents](#)

Net Income. Net income decreased 1.9% to \$7.9 million in the first half of 2009 from \$8.0 million in last year's first half due to the factors discussed above.

Thirteen Weeks Ended August 1, 2009 and August 2, 2008

Net Sales. Net sales decreased \$4.1 million, or 3.5%, to \$111.6 million in the thirteen weeks ended August 1, 2009 from \$115.7 million in the thirteen weeks ended August 2, 2008. The decrease in net sales was due primarily to a 12.4% decrease in comparable store sales and the effect of closing four stores since last year's second quarter, partially offset by 39 new stores opened since last year's second quarter. Comparable store sales were adversely affected by the comparison against last year's second quarter which included the benefit of strong spending by our customers when they received their government stimulus checks. In addition, approximately \$1 million of sales are estimated to have shifted from the second quarter to the first week of the third quarter due to later back-to-school sales tax holidays in eight of the states in which we operate. Comparable stores include locations that have been relocated or expanded. There were five stores relocated or expanded in the first half of 2009 and nine stores relocated or expanded in fiscal 2008, all of which impacted comparable store sales in the second quarter of 2009. Sales in comparable relocated and expanded stores decreased 3.5% in this year's second quarter, while sales in all other comparable stores decreased 12.8%. The 12.4% decrease in overall comparable store sales consisted of a 10.1% decrease in the number of customer

transactions and a 2.3% decrease in the average customer purchase. Comparable store sales changes by major merchandise class were as follows in the second quarter of 2009: Accessories -4%; Home -11%; Children's -11%; Women's -13%; Men's -15%.

The new stores opened in 2008 and 2009, net of the closed stores, accounted for a \$9.4 million increase in total sales, while the 12.4% sales decrease in the 315 comparable stores totaled \$13.5 million.

Gross Profit. Gross profit decreased \$2.3 million, or 5.2%, to \$42.6 million in the second quarter of 2009 from \$44.9 million in last year's second quarter. The decrease in gross profit is a result of the decrease in sales, together with a decline in the gross margin to 38.2% in this year's second quarter from 38.8% last year. Merchandise markdowns were 130 basis points higher in the second quarter this year as a result of the decline in comparable store sales. The increase in markdowns was partially offset by a 60 basis point improvement in inventory shrinkage due to the steps taken to better control shrinkage, including a greater focus on problem stores by the store operations and loss prevention departments, the addition of sophisticated surveillance systems in high shrinkage stores, and lower inventory levels. The initial merchandise mark-up, combined with freight costs, improved 10 basis points in this year's second quarter.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased \$2.1 million, or 5.7%, to \$39.0 million in the second quarter of 2009 from \$36.9 million in last year's second quarter. The increase in these expenses was due primarily to additional store level, distribution and corporate costs arising from the opening of 39 new stores, net of the effect of closing four stores, since last year's second quarter. As a percentage of sales, selling, general and administrative expenses increased to 34.9% in the second quarter of fiscal 2009 from 31.9% in the second quarter of fiscal 2008, due primarily to the deleveraging effect that occurs on expenses as a percentage of sales when comparable store sales decrease, while operating expenses are increasing at a normal rate of inflation. Expenses were managed well, increasing only 5.7% despite a 13% increase in store selling square footage since the second quarter of 2008.

Depreciation and Amortization. Depreciation and amortization expense increased \$0.4 million, or 9.2%, to \$4.5 million in the second quarter of 2009 from \$4.1 million in the second quarter of 2008, as the result of capital expenditures incurred for new and relocated/expanded stores.

Interest Income. Interest income decreased to \$105,000 in the second quarter of 2009 from \$557,000 in last year's second quarter due to a declining interest rate environment which affected our returns on auction rate securities as well as cash and cash equivalents.

Interest Expense. Interest expense decreased to \$28,000 in the second quarter of 2009 from \$75,000 in the second quarter of 2008 due to the normal decline in the interest portion of payments on our capital lease obligations as the principal portion of such obligations is reduced.

Unrealized Gain on Investment Securities. A reversal of \$671,000 of the first quarter's impairment loss of \$728,000 on our investments in auction rate securities and a related put option is reflected in the second quarter of fiscal 2009 due primarily to an improvement in the credit spreads and liquidity associated with the ARS market.

Income Tax Expense (Benefit). Due to a loss in this year's second quarter, an income tax benefit of \$38,000 was recorded, whereas, the second quarter of 2008 included income tax expense of \$1.6 million.

Net Income (Loss). A net loss of \$69,000 was recognized in the second quarter of 2009, compared to net income of \$2.8 million in last year's second quarter due to the factors discussed above.

Liquidity and Capital Resources

Our cash requirements are primarily for working capital, expansion of our distribution infrastructure, construction of new stores, remodeling of our existing stores and the improvement of our information systems. Historically, we have met these cash requirements from cash flow from operations, short-term trade credit, borrowings under our revolving lines of credit, long-term debt, capital leases, and cash proceeds from our initial public offering. We expect to be able to meet future cash requirements with cash flow from operations, short-term trade credit, existing cash balances and, if necessary, borrowings under our revolving credit facility.

[Table of Contents](#)

Current Financial Condition. As of August 1, 2009, we had total cash and cash equivalents of \$36.4 million compared with total cash and cash equivalents of \$33.5 million as of January 31, 2009. Inventory represented 36.2% of our total assets as of August 1, 2009. Management's ability to manage our inventory can have a significant impact on our cash flows from operations during a given interim period or fiscal year. In addition, inventory purchases can be seasonal in nature, such as the purchase of warm-weather or Christmas-related merchandise. Total inventories at the end of the second quarter of 2009 were up \$3.5 million, or 4.1%, compared to the second quarter of fiscal 2008, despite an increase in store selling square footage of 13%. Inventory in comparable stores was 10.2% lower than at the end of the second quarter of fiscal 2008, due to our efforts to conservatively control our investment in inventory.

Cash Flows From Operating Activities. Net cash provided by operating activities was \$11.7 million in the first half of fiscal 2009 compared to \$12.0 million in the first half of fiscal 2008. The main source of cash provided during the first half of this year was net income adjusted for noncash expenses such as depreciation and amortization, loss on disposal of property and equipment, deferred income taxes, stock-based compensation expense, and the unrealized loss on auction rate securities, totaling \$17.3 million (compared to \$15.2 million in last year's first half). Other significant sources of cash in the first half of fiscal 2009 were (1) a \$1.7 million decrease in prepaid and other current assets (compared to a \$1.5 million increase in the first half of fiscal 2008) due primarily to the timing of collecting receivables from landlords for tenant improvement reimbursements, and (2) a \$1.2 million increase in layaway deposits (compared to a \$1.0 million increase in last year's first half) due to the seasonality of layaway transactions which are low at the end of our fiscal year, because all balances have to be redeemed by customers or they are cancelled by the middle of December each year. Significant uses of cash included (1) a \$6.2 million decrease in accounts payable (compared to \$0.0 million in last year's first half) due to the negative comparable store sales in the second quarter reducing the need to purchase inventory late in the quarter, which inventory purchases would have been included in accounts payable at the end of the second quarter, and (2) a \$2.6 million increase in inventory (compared to \$2.9 million in the first half of 2008) due to the opening of 16 stores in the first half of 2009, net of three store closings.

Cash Flows From Investing Activities. Cash used in investing activities was \$8.7 million in the first half of fiscal 2009 compared to \$11.0 million in the first half of fiscal 2008. Purchases of property and equipment included in cash flows used in investing activities totaled \$10.0 million and \$12.8 million in the first

half of fiscal 2009 and 2008, respectively, with the decrease being a result of capital expenditures in the first half of last year related to the expansion of the Darlington distribution center. Such capital expenditures in both years included routine amounts for new stores, relocated and expanded stores and other general corporate purposes. Sales of municipal auction rate securities, net of purchases, provided cash of \$1.3 million and \$1.8 million in the first half of fiscal 2009 and 2008, respectively.

Cash Flows From Financing Activities. Cash flows from financing activities were insignificant in the first half of fiscal 2009 and 2008.

Cash Requirements

Our principal sources of liquidity consist of: (i) cash and cash equivalents (which equaled \$36.4 million as of August 1, 2009); (ii) short-term trade credit; (iii) cash generated from operations on an ongoing basis as we sell our merchandise inventory; and (iv) a \$20 million revolving credit facility. Trade credit represents a significant source of financing for inventory purchases and arises from customary payment terms and trade practices with our vendors. Historically, our principal liquidity requirements have been for working capital and capital expenditure needs.

As of August 1, 2009, we had \$38.1 million (\$42.5 million at par value) of investments in municipal auction rate securities (“ARS”) issued by student loan funding organizations. These securities are high-grade (at least AA-rated with one or more rating agencies) and approximately 79% are either guaranteed by the Department of Education under the Federal Family Education Loan Program (35%) or backed by insurance companies, AMBAC Assurance Corporation (32%) or MBIA Insurance Corporation (12%). Historically, liquidity for investors in ARS was provided via an auction process that reset the interest rate every 35 days, allowing investors to either roll over their investments or sell them at par value. Beginning in February 2008, there was insufficient demand for these types of investments during the auctions and, as a result, these securities became illiquid. Although the auctions for the securities have failed, we have not experienced any defaults and continue to earn and receive interest on all of the investments that we still own.

In November 2008, we accepted an offer (the “Right”) from UBS AG (“UBS”) allowing us to sell at par value our remaining ARS to UBS at anytime during a two-year period from June 30, 2010 through July 2, 2012. In accepting the Right, we granted UBS the authority to sell or auction the ARS at par value at any time up until the expiration date of the Right and released UBS from any claims relating to the marketing and sale of ARS. We will continue to earn interest on the ARS until they are liquidated. The obligations of UBS under the Right are not secured by its assets and do not require UBS to obtain any financing to purchase the ARS. UBS has disclaimed any assurance that it will have sufficient financial resources to satisfy its obligations under the Right. If UBS does not have sufficient funding to buy back the ARS and no alternative buyers are located either through the auction process, issuer redemptions or other means, then we may not be able to access cash by selling these securities without incurring a loss of principal. The Right was valued at \$4.3 million as of August 1, 2009.

We believe that our existing sources of liquidity will be sufficient to fund our operations and anticipated capital expenditures for at least the next 12 months.

[Table of Contents](#)

Critical Accounting Policies

The preparation of our financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. There have been no material changes to the Critical Accounting Policies outlined in the Company’s Annual Report on Form 10-K for fiscal 2008.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to financial market risks related to changes in interest rates connected with our revolving line of credit, which bears interest at variable rates. We cannot predict market fluctuations in interest rates. As a result, future results may differ materially from estimated results due to adverse changes in interest rates or debt availability. A hypothetical 100 basis point increase in prevailing market interest rates would not have materially impacted our financial position, results of operations or cash flows for the twenty-six weeks ended August 1, 2009, because we did not borrow during this period of time. We do not engage in financial transactions for trading or speculative purposes and have not entered into any interest rate hedging contracts.

We source all of our product from apparel markets in the United States in U.S. Dollars and, therefore, are not directly subject to fluctuations in foreign currency exchange rates. However, fluctuations in foreign currency exchange rates could affect our purchasing power with vendors that import merchandise to sell to us. We have not entered into forward contracts to hedge against fluctuations in foreign currency prices.

As of August 1, 2009, we had \$38.1 million (\$42.5 million at par value) of investments in municipal auction rate securities (“ARS”) issued by student loan funding organizations. These securities are high-grade (at least AA-rated with one or more rating agencies) and approximately 79% are either guaranteed by the Department of Education under the Federal Family Education Loan Program (35%) or backed by insurance companies, AMBAC Assurance Corporation (32%) or MBIA Insurance Corporation (12%). Historically, liquidity for investors in ARS was provided via an auction process that reset the interest rate every 35 days, allowing investors to either roll over their investments or sell them at par value. Beginning in February 2008, there was insufficient demand for these types of investments during the auctions and, as a result, these securities became illiquid. Although the auctions for the securities have failed, we have not experienced any defaults and continue to earn and receive interest on all of the investments that we still own. However, interest rates have declined to levels that are much lower than in most of fiscal 2008. As a result, interest income is expected to be significantly lower in fiscal 2009 than in fiscal 2008.

In November 2008, we accepted an offer (the “Right”) from UBS AG (“UBS”) allowing us to sell at par value our remaining ARS to UBS at anytime during a two-year period from June 30, 2010 through July 2, 2012. In accepting the Right, we granted UBS the authority to sell or auction the ARS at par value at any time up until the expiration date of the Right and released UBS from any claims relating to the marketing and sale of ARS. We will continue to earn interest on the ARS until they are liquidated. The obligations of UBS under the Right are not secured by its assets and do not require UBS to obtain any financing to purchase the ARS. UBS has disclaimed any assurance that it will have sufficient financial resources to satisfy its obligations under the Right. If UBS does not have sufficient funding to buy back the ARS and no alternative buyers are located either through the auction process, issuer redemptions or other means, then we may not be able to access cash by selling these securities without incurring a loss of principal. The Right was valued at \$4.3 million as of August 1, 2009.

Item 4. Controls and Procedures.

We have carried out an evaluation, under the supervision and with the participation of management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of August 1, 2009 pursuant to Rules 13a-15 and 15d-15 of the Exchange Act. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer each concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information has been accumulated and communicated to our management, including the officers who certify our financial reports, as appropriate, to allow timely decisions regarding the required disclosures.

There were no changes in our internal control over financial reporting that occurred during the fiscal quarter ended August 1, 2009 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

[Table of Contents](#)

PART II — OTHER INFORMATION

Item 1. Legal Proceedings.

We are from time to time involved in various legal proceedings incidental to the conduct of our business, including claims by customers, employees or former employees. While litigation is subject to uncertainties and the outcome of any litigated matter is not predictable, we are not aware of any legal proceedings pending or threatened against us that we expect to have a material adverse effect on our financial condition, results of operations or liquidity.

Item 1A. Risk Factors.

There are no material changes to the Risk Factors described under the section "ITEM 1A. RISK FACTORS" in the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2009.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Not applicable.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Submission of Matters to a Vote of Security Holders.

The annual meeting of our shareholders was held on May 27, 2009. The following proposals were submitted to a vote:

1) The election of two directors to hold office until our annual meeting of shareholders in 2012 and until their respective successors are duly elected and qualified. This proposal received the following number of votes:

	<u>Affirmative</u>	<u>Withheld</u>
R. David Alexander, Jr.	13,382,574	46,597
Patricia M. Luzier	12,940,128	489,043

The other members of our board of directors whose terms of office continued after the meeting are R. Edward Anderson, Brian P. Carney, Lawrence E. Hyatt and John S. Lupo.

2) The approval of the Citi Trends, Inc. Annual Incentive Bonus Plan. This proposal was approved with 13,331,398 shares voting for approval, 97,056 shares voting against approval, and 712 shares abstaining.

3) The ratification of the appointment of KPMG LLP as our independent auditors for fiscal year 2009. This proposal was approved with 13,395,640 shares voting for approval, 33,508 shares voting against approval, and 23 shares abstaining.

Item 5. Other Information.

Not applicable.

[Table of Contents](#)

Item 6. Exhibits.

10.1	Citi Trends, Inc. Annual Incentive Bonus Plan.*
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*

31.2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*

32.1 Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.* †

* Filed herewith.

† Pursuant to Securities and Exchange Commission Release No. 33-8238, this certification will be treated as “accompanying” this Quarterly Report on Form 10-Q and not “filed” as part of such report for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of Section 18 of the Securities Exchange Act of 1934 and this certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the registrant specifically incorporates it by reference.

16

[Table of Contents](#)

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, thereunto duly authorized, and the undersigned also has signed this report in his capacity as the Registrant’s Chief Financial Officer (Principal Financial Officer).

CITI TRENDS, INC.

Date: August 28, 2009

By: /s/ Bruce D. Smith
Name: Bruce D. Smith
Title: Senior Vice President, Chief Financial Officer and Secretary

17

CITI TRENDS, INC.
ANNUAL INCENTIVE BONUS PLAN

TABLE OF CONTENTS

ARTICLE 1 ESTABLISHMENT OF PLAN	1
1.1 Background	1
1.2 Purpose	1
1.3 Effective Date	1
ARTICLE 2 DEFINITIONS	1
2.1 Definitions	1
ARTICLE 3 ADMINISTRATION	3
3.1 Committee	3
3.2 Authority of Committee	3
3.3 Decisions Binding	4
ARTICLE 4 ELIGIBILITY	4
4.1 Designation of Participants	4
4.2 Partial Year Participation	4
4.3 Demotions	4
ARTICLE 5 OPERATION OF THE PLAN	4
5.1 Plan Structure	4
5.2 Establishment of Target Bonuses	5
5.3 Company Financial Objectives	5
5.4 Individual Performance Objectives	5
5.5 Minimum Required Performance Goal and Individual Award Limits	5
5.6 Payout Form and Timing	6
5.7 Terminations of Employment	6
5.8 Change in Control	6
ARTICLE 6 AMENDMENT, MODIFICATION AND TERMINATION	6
6.1 Amendment, Modification and Termination	6
6.2 Termination After or During Plan Year	6
ARTICLE 7 GENERAL PROVISIONS	7
7.1 No Right to Participate	7
7.2 No Right to Employment	7
7.3 Withholding	7
7.4 Funding	7
7.5 Expenses	7
7.6 Titles and Headings	7
7.7 Gender and Number	7
7.8 Governing Law	7

CITI TRENDS, INC.
ANNUAL INCENTIVE BONUS PLAN

ARTICLE 1
ESTABLISHMENT OF PLAN

1.1 **BACKGROUND.** The Citi Trends, Inc. Annual Incentive Bonus Plan (the “Plan”) provides a program for the grant of annual Performance Bonuses. This Plan has been established and approved, and will be administered by, the Committee. It is intended that the Performance Bonuses earned under this Plan shall be Qualified Performance-Based Cash Awards with respect to Participants who are Covered Employees, with the intent that the Performance Bonuses will be fully deductible by the Company without regard to the limitations of Code Section 162(m). The aggregate dollar value of any Performance Bonus that may be paid to any one Participant during any one calendar year under the Plan is \$2 million.

1.2. **PURPOSE.** The purpose of this Plan is to provide for the payment of a cash bonus to key employees of the Company, the payment of which will be based on the achievement of Performance Objectives during a Plan Year. Company Financial Objectives are designed to focus on overall corporate financial results that drive shareholder value. Unless otherwise specified by the Committee, the Performance Objectives include Minimum Required Performance, Company Financial Objectives and Individual Performance Objectives.

1.3. **EFFECTIVE DATE.** This Plan was approved by the Committee on March 19, 2009, to be effective as of the beginning of the Company's 2009 fiscal year. The Plan was approved by the shareholders of the Company on May 27, 2009.

ARTICLE 2 DEFINITIONS

2.1. **DEFINITIONS.** The following terms shall have the following meanings for purposes of this Plan, unless the context in which they are used clearly indicates that some other meaning is intended.

Beneficiary. A person designated, in the manner determined by the Committee, to exercise the rights of the Participant and to receive any distribution with respect to any Performance Bonus upon the Participant's death.

Change in Control. The occurrence of any one of the following events:

(a) The acquisition by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended (the "1934 Act")) (a "Person") of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the 1934 Act) of 50% or more of the combined voting power of the then outstanding voting securities of the Company entitled to vote generally in the election of directors (the "Outstanding Company Voting Securities"); provided, however, that for purposes of this subsection (a), the following acquisitions shall not constitute a Change of Control: (i) any acquisition by a Person who is on the Effective Date the beneficial owner of 50% or more of the Outstanding Company Voting Securities, (ii) any acquisition directly from the Company, (iii) any acquisition by the Company, (iv) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or any corporation controlled by the Company, or (v) any acquisition by any corporation pursuant to a transaction which complies with clauses (i), (ii) and (iii) of subsection (c) of this definition; or

(b) Individuals who, as of the Effective Date, constitute the Board of Directors of the Company (the "Incumbent Board") cease for any reason to constitute at least a majority of the Board of Directors of the Company; provided, however, that any individual becoming a director subsequent to the Effective Date whose election, or nomination for election by the Company's

1

shareholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office occurs as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board of Directors of the Company; or

(c) Consummation of a reorganization, merger, consolidation or share exchange or sale or other disposition of all or substantially all of the assets of the Company (a "Business Combination"), in each case, unless, following such Business Combination, (i) all or substantially all of the individuals and entities who were the beneficial owners of the Outstanding Company Voting Securities immediately prior to such Business Combination beneficially own, directly or indirectly, more than 50% of the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors of the corporation resulting from such Business Combination (including, without limitation, a corporation which as a result of such transaction owns the Company or all or substantially all of the Company's assets either directly or through one or more subsidiaries) in substantially the same proportions as their ownership, immediately prior to such Business Combination of the Outstanding Company Voting Securities, and (ii) no Person (excluding any corporation resulting from such Business Combination or any employee benefit plan (or related trust) of the Company or such corporation resulting from such Business Combination) beneficially owns, directly or indirectly, 20% or more of the combined voting power of the then outstanding voting securities of such corporation except to the extent that such ownership existed prior to the Business Combination, and (iii) at least a majority of the members of the board of directors of the corporation resulting from such Business Combination were members of the Incumbent Board at the time of the execution of the initial agreement, or of the action of the Board, providing for such Business Combination; or

(d) Approval by the shareholders of the Company of a complete liquidation or dissolution of the Company.

Code Section 162(m). Section 162(m) of the Internal Revenue Code of 1986, as amended from time to time, and includes a reference to the underlying final regulations.

Committee. The Compensation Committee of the Board of Directors of the Company.

Company Financial Objectives. The Company Financial Objectives established by the Committee for a Plan Year, as provided in Article 5.

Covered Employee. A covered employee as defined in Code Section 162(m)(3).

Disability. Any illness or other physical or mental condition of a Participant that renders the Participant incapable of performing his customary and usual duties for the Company, or any medically determinable illness or other physical or mental condition resulting from a bodily injury, disease or mental disorder which, in the judgment of the Committee, is permanent and continuous in nature. The Committee may require such medical or other evidence as it deems necessary to judge the nature and permanency of the Participant's condition.

Effective Date. February 1, 2009.

GAAP. Generally accepted accounting principles for U.S. companies.

Individual Award Limit. Has the meaning described in Section 5.5.

Minimum Required Performance. Has the meaning given such term in Section 5.5.

Participant. A person who, as an employee of the Company or a Subsidiary, has been granted a Performance Bonus under the Plan; provided that in the case of the death of a Participant, the term "Participant" refers to a Beneficiary or the legal guardian or other legal representative acting in a fiduciary capacity on behalf of the Participant under applicable state law and court supervision.

Performance Bonus. The bonus payable to a Participant under this Plan calculated by reference to the achievement of applicable Performance Objectives, as determined in accordance with Article 5.

Performance Objectives. Collectively with respect to a Participant, Minimum Required Performance and any other Company Financial Objectives and Individual Performance Objectives (applicable to the Participant), as provided in Article 5.

Plan. The Citi Trends, Inc. Annual Incentive Bonus Plan, as set forth in this document together with any subsequent amendments hereto.

Plan Year. The Company's fiscal year.

Qualified Business Criteria. One or more of the criteria listed in Section 5.5 upon which the Minimum Required Performance goals for Qualified Performance-Based Cash Awards may be established by the Committee.

Qualified Performance-Based Cash Award. A Performance Bonus that is intended to qualify for the exemption from the limitation on deductibility imposed by Code Section 162(m) that is set forth in Code Section 162(m)(4)(C) or any successor provision thereto and is made subject to performance goals based on Qualified Business Criteria as set forth in Section 5.5.

Retirement. Termination of employment with the Company or a Subsidiary after attaining age 65.

Schedule. Means a document setting forth Company Financial Objectives for a Plan Year and the relative weightings of such measures and such other information as the Committee determines is appropriate.

Subsidiary. Any corporation, limited liability company, partnership or other entity of which a majority of the outstanding voting stock or voting power is beneficially owned directly or indirectly by the Company.

Target Bonus. Has the meaning described in Section 5.2.

ARTICLE 3 ADMINISTRATION

3.1. COMMITTEE. This Plan shall be administered by the Committee.

3.2. AUTHORITY OF COMMITTEE. The Committee has the exclusive power, authority and discretion to:

- (a) Designate Participants for each Plan Year;
- (b) Establish and review Performance Objectives and weightings for different Performance Objectives for each Plan Year;
- (c) Establish Target Bonuses for Participants for each Plan Year;
- (d) Determine whether and to what extent Performance Objectives were achieved for each Plan Year;

(e) Increase (subject to the Individual Award Limit) or decrease the Performance Bonus otherwise payable to any Participant resulting from the achievement of financial Performance Objectives in any Plan Year, based on such subjective factors as the Committee shall deem relevant;

(f) Establish, adopt or revise any rules and regulations as it may deem necessary or advisable to administer this Plan;

(g) Make all other decisions and determinations that may be required under this Plan or as the Committee deems necessary or advisable to administer this Plan; and

(h) Amend this Plan as provided herein.

3.3. DECISIONS BINDING. The Committee's interpretation of this Plan and all decisions and determinations by the Committee with respect to this Plan are final, binding, and conclusive on all parties.

ARTICLE 4 ELIGIBILITY

4.1. **DESIGNATION OF PARTICIPANTS.** Officers of the Company or its Subsidiaries are eligible to participate in the Plan. Exhibit A hereto lists the officers who are designated as Participants in this Plan for the 2009 Plan Year. The Chief Executive Officer may designate additional Senior Vice Presidents or Executive Vice Presidents as Participants and shall promptly report such additional names to the Committee; provided, however, that such delegated authority shall be limited to individuals who are not anticipated to be Covered Employees for the Plan Year. The Committee, in its discretion, may determine whether other positions may qualify for participation in all or any portion of this Plan for any subsequent Plan Year or change Target Bonuses of existing Participants. Within the first 90 days of each Plan Year, the Committee shall approve and substitute a new Exhibit A indicating the Participants and their Target Bonuses for that Plan Year. The Company will notify Participants of their eligibility to participate, and the terms thereof, in writing.

4.2. **PARTIAL YEAR PARTICIPATION.** If a Participant begins employment or is promoted to an eligible position after the beginning of a Plan Year, the Committee, in its discretion, may determine whether such person may participate in this Plan and if so, the terms of such participation, which will be prorated based on the number of days such person participated in this Plan during the Plan Year, unless the Committee determines otherwise. If a Participant takes a leave of absence during the Plan Year for any reason the Participant will receive a pro rata share of a Performance Bonus, if any, for such Plan Year, unless the Committee decides otherwise.

4.3. **DEMOTIONS.** If a Participant is demoted during the Plan Year, the Committee will determine whether Plan participation ends at that time, or is continued, perhaps at a reduced level. If participation ends, any Performance Bonus earned during the time of participation will be prorated for the Plan Year.

ARTICLE 5 OPERATION OF THE PLAN

5.1. **PLAN STRUCTURE.** Each Participant shall be eligible to receive a Performance Bonus for the Plan Year if the Company meets or exceeds certain Performance Objectives set by the Committee. It is anticipated that the Committee shall establish or approve Performance Objectives and their respective weightings, and Target Bonuses as provided in Sections 5.2, 5.3 and 5.4. In establishing Performance Objectives, the Committee may take into account such factors as it deems appropriate, including, without limitation, prior year results, planned business results, anticipated business trends, performance relative to peer companies and macroeconomic conditions. Those Performance Objectives

4

shall provide the framework for the Committee in determining the appropriate amount of incentive awards to payout in each Plan Year. However, this Plan is designed to provide the Committee discretion to make pay-outs that differ from those that would result from the application of Sections 5.2, 5.3 and 5.4, if circumstances warrant, so long as, at a minimum, the requirements of Section 5.5 are met. Such circumstances could include, for example and without limitation, events that are not anticipated at the time the Performance Objectives are established or extenuating circumstances or extraordinary performance that is not recognized through the Performance Objectives.

5.2. **ESTABLISHMENT OF TARGET BONUSES.** The Committee plans to establish Performance Objectives (in addition to Minimum Required Performance) and Target Bonuses (other than the Individual Award Limit) for each Plan Year, by approving the percentage of each Participant's base salary that will be awarded to the Participant for that Plan Year if Minimum Required Performance is achieved and if the other established Performance Objectives are achieved at the target level (the "Target Bonus"). Each Participant's Target Bonus percentage will be communicated in writing to the Participant. The actual Performance Bonus to a Participant may be greater or less than his or her Target Bonus, depending on the level of achievement of Company Financial Objectives, as provided in the relevant Schedule, and Individual Performance Objectives, and depending on whether the Committee exercises its discretion to increase or reduce a resulting Performance Bonus as provided herein.

5.3. **COMPANY FINANCIAL OBJECTIVES.** Within the first 90 days of each Plan Year, it is anticipated that the Committee will approve Company Financial Objectives for that Plan Year in addition to Minimum Required Performance, and shall set forth such Company Financial Objectives in one or more Schedules. The Schedule shall provide the formula that the Committee will use as a guide for determining a Participant's Performance Bonus at a level below the Individual Award Limit.

5.4. **INDIVIDUAL PERFORMANCE OBJECTIVES.** Within the first 90 days of each Plan Year, it is anticipated that the Committee will approve Individual Performance Objectives for Participants who are executive officers and that the Chief Executive Officer or other appropriate officers will approve Individual Performance Objectives for other Participants. Any such Individual Performance Objectives will be communicated to Participants in writing. The Committee shall consider the degree of achievement of Individual Performance Objectives as a guide in exercising its discretion in determining a Participant's Performance Bonus at a level below the Individual Award Limit.

5.5 **MINIMUM REQUIRED PERFORMANCE GOAL AND INDIVIDUAL AWARD LIMITS.** The Committee will establish for each Plan Year beginning with the 2009 Plan Year a minimum performance goal ("Minimum Required Performance") under the Plan based on one or more of the following Qualified Business Criteria:

- EBITDA
- EBIT
- Earnings Per Share
- Net Income
- Pretax Income
- Sales
- Comparable Store Sales

In any Plan Year in which Minimum Required Performance is achieved, the Performance Bonus payable to each Participant under the Plan for such Plan Year shall be \$2 million (the "Individual Award Limit") or any lesser amount determined by the Committee based on the level of actual performance compared to Company Financial Objectives and/or Individual Performance Objectives and

5

such other Performance Objectives or any other criteria determined by the Committee. As described herein, it is anticipated that the Committee will exercise discretion such that the Performance Bonus paid to a Participant for a Plan Year would represent the amount that would be payable pursuant to the applicable Company Financial Objectives and/or Individual Performance Objectives, rather than the full Individual Award Limit. In any Plan Year in which the Committee fails to set a Target Bonus for a Participant, the Performance Bonus for that Participant shall be zero for that year unless the Committee determines otherwise (but in no event shall the bonus exceed the Individual Award Limit).

The Minimum Required Performance shall be communicated in writing to each Participant within the first 90 days of each Plan Year.

5.6. **PAYOUT FORM AND TIMING.** Performance Bonuses will be paid within thirty (30) days after the Committee determines whether and to what extent Performance Objectives were achieved, but no later than the 15th day of the third month following the end of the Plan Year for which the Performance Bonuses, if any, were earned.

5.7. **TERMINATION OF EMPLOYMENT.** In the event of the termination of a Participant's employment prior to the end of the Plan Year, the Participant shall not be entitled to payment of any Performance Bonus; provided, however, that (i) if such termination is by reason of the Participant's death, Disability or Retirement, or (ii) if such termination occurs for any reason other than death, Disability or Retirement and the Committee, in its discretion, shall so determine, the Participant will be paid a Performance Bonus equal to the pro rata portion (based on the number of days worked during the Plan Year) of the Performance Bonus, if any, that would otherwise be payable if the Participant had continued employment through the end of the Plan Year, based on actual performance. For example, no Performance Bonus shall be paid if Minimum Required Performance is not achieved. If Minimum Required Performance is achieved, then the Participant's Performance Bonus shall be based on the applicable performance matrix. Any such Performance Bonus shall be paid at the normal time for payment of Performance Bonuses hereunder. Any amounts paid on behalf of a deceased Participant will be paid to the Participant's Beneficiary. For terminations after the end of the Plan Year, but before payout from this Plan, payout will be made as though the termination had not occurred.

5.8. **CHANGE IN CONTROL.** In the event a Change in Control occurs during the Plan Year, a pro rata portion of the Target Bonus amounts for that Plan Year (based on the number of days in the Plan Year preceding the Change in Control, divided by 365) shall be deemed earned, notwithstanding the level of achievement of Performance Objectives or Minimum Required Performance. Such pro rata Target Bonuses shall be paid to Participants no later than 30 days after the effective date of the Change in Control.

ARTICLE 6 AMENDMENT, MODIFICATION AND TERMINATION

6.1. **AMENDMENT, MODIFICATION AND TERMINATION.** The Committee may, at any time and from time to time, amend, modify or terminate this Plan. The Committee may condition any amendment or modification on the approval of shareholders of the Company if such approval is necessary or deemed advisable with respect to tax, securities or other applicable laws, policies or regulations, including without limitation Code Section 162(m).

6.2. **TERMINATION AFTER OR DURING PLAN YEAR.** Termination of this Plan after a Plan Year but before Performance Bonuses are paid for that Plan Year will not reduce Participants' rights to receive Performance Bonuses for the Plan Year. Termination or amendment of this Plan during a Plan Year may be retroactive to the beginning of the Plan Year, at the discretion of the Committee. If a Change in Control occurs, no amendment or termination may adversely affect amounts payable to a Participant without the consent of the Participant.

6

ARTICLE 7 GENERAL PROVISIONS

7.1. **NO RIGHT TO PARTICIPATE.** No employee has any right to be selected to participate in this Plan.

7.2. **NO RIGHT TO EMPLOYMENT.** Nothing in this Plan shall interfere with or limit in any way the right of the Company or any Subsidiary to terminate any Participant's employment at any time, nor confer upon any Participant any right to continue in the employ of the Company or any Subsidiary.

7.3. **WITHHOLDING.** The Company or any Subsidiary shall have the authority and the right to deduct or withhold, or require a Participant to remit to the Company, an amount sufficient to satisfy federal, state, and local taxes (including the Participant's FICA obligation) required by law to be withheld with respect to any taxable event arising as a result of this Plan.

7.4. **FUNDING.** Benefits payable under this Plan to a Participant or to a Beneficiary will be paid by the Company from its general assets. The Company is not required to segregate on its books or otherwise establish any funding procedure for any amount to be used for the payment of benefits under this Plan. The Company may, however, in its sole discretion, set funds aside in investments to meet its anticipated obligations under this Plan. Any such action or set-aside may not be deemed to create a trust of any kind between the Company and any Participant or beneficiary or to constitute the funding of any Plan benefits. Consequently, any person entitled to a payment under this Plan will have no rights greater than the rights of any other unsecured creditor of the Company.

7.5. **EXPENSES.** The expenses of administering this Plan shall be borne by the Company and its Subsidiaries.

7.6. **TITLES AND HEADINGS.** The titles and headings of the Sections in this Plan are for convenience of reference only, and in the event of any conflict, the text of this Plan, rather than such titles or headings, shall control.

7.7. **GENDER AND NUMBER.** Except where otherwise indicated by the context, any masculine term used herein also shall include the feminine; the plural shall include the singular and the singular shall include the plural.

7.8. **GOVERNING LAW.** To the extent not governed by federal law, this Plan shall be construed in accordance with and governed by the laws of the State of Delaware.

The foregoing is hereby acknowledged as being the Citi Trends, Inc. Annual Incentive Bonus Plan as adopted by the Committee on March 19, 2009 and by the shareholders on May 27, 2009.

CITI TRENDS, INC.

/s/ Bruce D. Smith

7

EXHIBIT A

**PARTICIPANTS AND TARGET BONUS PERCENTAGES EFFECTIVE MARCH 19, 2009
UNDER THE ANNUAL INCENTIVE BONUS PLAN**

<u>Name</u>	<u>% of Base Salary Payable at Target Achievement of Performance Objectives*</u>
R. David Alexander, Jr.	100%
Elizabeth R. Feher	65%
Bruce D. Smith	50%
James A. Dunn	50%
Ivy D. Council	50%

*Subject to the achievement of Minimum Required Performance

CERTIFICATION

I, R. David Alexander, Jr., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended August 1, 2009, of Citi Trends, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 28, 2009

/s/ R. David Alexander, Jr.

R. David Alexander, Jr.

President and Chief Executive Officer

(Principal Executive Officer)

CERTIFICATION

I, Bruce D. Smith, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended August 1, 2009 of Citi Trends, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 28, 2009

/s/ Bruce D. Smith

Bruce D. Smith

Chief Financial Officer

(Principal Financial Officer)

Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350, as adopted).

I, R. David Alexander, Jr., President and Chief Executive Officer of Citi Trends, Inc.,

and

I, Bruce D. Smith, Chief Financial Officer of Citi Trends, Inc., certify that:

1. We have reviewed this quarterly report on Form 10-Q of Citi Trends, Inc. for the period ended August 1, 2009;
2. Based on our knowledge, this quarterly report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
3. Based on our knowledge, the financial statements, and other information included in this quarterly report, fairly present in all material respects the financial condition and results of operations of the registrant as of, and for, the periods presented in this quarterly report.

Date: August 28, 2009

/s/ R. David Alexander, Jr.

R. David Alexander, Jr.
President and Chief Executive Officer
(Principal Executive Officer)

Date: August 28, 2009

/s/ Bruce D. Smith

Bruce D. Smith
Chief Financial Officer
(Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to Citi Trends, Inc. and will be retained by Citi Trends, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.
