

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **March 20, 2018**

Citi Trends, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-51315

(Commission File Number)

52-2150697

(IRS Employer Identification No.)

104 Coleman Boulevard, Savannah, Georgia

(Address of principal executive offices)

31408

(Zip Code)

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

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 20, 2018, the Board of Directors of Citi Trends, Inc. (the "Company") adopted an amendment to the Company's Second Amended and Restated Bylaws (the "Amendment"), which took effect upon adoption by the Company's Board of Directors. The Amendment provides that the exclusive forum for all internal corporate claims will be the Court of Chancery of the State of Delaware, or, in the event that the Court of Chancery does not have jurisdiction, the U.S. District Court for the District of Delaware shall be the sole and exclusive forum for such internal claims.

Although stockholder approval is not required to adopt the Amendment, the Board of Directors has determined to seek a non-binding, advisory stockholder vote to ratify the Amendment at the 2018 annual meeting of stockholders of the Company (the "Annual Meeting"). The vote is advisory, and will not be binding upon the Company or the Board of Directors, but the Board of Directors currently intends to repeal the Amendment if stockholder ratification is not obtained at the Annual Meeting.

The foregoing summary is subject to, and qualified in its entirety to the Amendment, attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Amendment to the Second Amended and Restated Bylaws

SIGNATURE

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

CITI TRENDS, INC.

Date: March 22, 2018

By: /s/ Bruce D. Smith
Name: Bruce D. Smith
Title: President and Chief Executive Officer

**Amendment to the
Second Amended and Restated Bylaws
of
Citi Trends, Inc.**

Adopted March 20, 2018

In accordance with the Delaware General Corporation Law, the Second Amended and Restated Certificate of Incorporation of Citi Trends, Inc. (the “Company”) and the Second Amended and Restated Bylaws of the Company (the “Bylaws”), the Bylaws are hereby amended to add a new Article XI, which reads as follows:

XI. EXCLUSIVE FORUM

As authorized by Section 115 of the General Corporation Law of the State of Delaware, unless the Board of Directors consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for any and all internal corporate claims, including, but not limited to, (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any stockholder, director, officer, other employee or stockholder of the Corporation to the Corporation or the Corporation’s stockholders, (iii) any action asserting a claim arising pursuant to any provision of the General Corporation Law of the State of Delaware, the Certificate or these By-Laws, or as to which the General Corporation Law of the State of Delaware confers jurisdiction on the Court of Chancery of the State of Delaware or (iv) any action asserting a claim governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring or holding any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article XI.
