

Francesca's Holdings CORP  
Form SC 13G  
February 14, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

**Francesca's Holdings Corporation**

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(Name of Issuer)

**Common Stock**

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(Title of Class of Securities)

**351793104**

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(CUSIP Number)

**December 31, 2013**

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 351793104

1                      NAME OF REPORTING PERSON  
                            Daruma Capital Management, LLC

I.R.S. IDENTIFICATION NO. OF

ABOVE PERSON (ENTITIES ONLY)  
45-2515607

2 CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 1,913,989
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 3,893,821

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
3,893,821

10 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
9.3%

12 TYPE OF REPORTING PERSON  
IA

CUSIP No.: 351793104

NAME OF REPORTING PERSON  
Mariko O. Gordon

1 I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSON (ENTITIES ONLY)  
N/A

2 CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP  
(a)    
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
USA

5 SOLE VOTING POWER  
NUMBER OF SHARES 0

6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 1,913,989

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
3,893,821

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
3,893,821

10 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
9.3%

12 TYPE OF REPORTING PERSON  
IN, HC

CUSIP No.: 351793104

ITEM 1(a). NAME OF  
ISSUER:

Francesca's  
Holdings  
Corporation

ADDRESS OF  
ISSUER'S

ITEM 1(b). PRINCIPAL  
EXECUTIVE  
OFFICES:

8760 Clay Road  
Houston, TX  
77080

ITEM 2(a). NAME OF  
PERSON  
FILING:

Daruma Capital  
Management,  
LLC  
Mariko O.  
Gordon

ITEM 2(b). ADDRESS OF  
PRINCIPAL  
BUSINESS  
OFFICE OR, IF  
NONE,  
RESIDENCE:

80 West 40th  
Street  
9th Floor  
New York, NY  
10018

ITEM 2(c). CITIZENSHIP:

Daruma Capital  
Management,  
LLC - Delaware  
Mariko O.  
Gordon - USA

ITEM 2(d). TITLE OF  
CLASS OF  
SECURITIES:

Common Stock

ITEM 2(e). CUSIP  
NUMBER:

351793104

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK  
WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);

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- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:

ITEM  
4.

OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

3,893,821

- (b) Percent of class:

9.3%

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote:

Daruma Capital Management, LLC - 0

Mariko O. Gordon - 0

- (ii) Shared power to vote or to direct the vote:

Daruma Capital Management, LLC - 1,913,989

Mariko O. Gordon - 1,913,989

- (iii) Sole power to dispose or to direct the disposition of:

Daruma Capital Management, LLC - 0

Mariko O. Gordon - 0

- (iv) Shared power to dispose or to direct the disposition of:

Daruma Capital Management, LLC - 3,893,821

Mariko O. Gordon - 3,893,821

ITEM 5. OWNERSHIP OF  
FIVE PERCENT OR  
LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

ITEM 6. OWNERSHIP OF  
MORE THAN FIVE  
PERCENT ON  
BEHALF OF  
ANOTHER  
PERSON:

The 3,893,821 shares  
beneficially owned  
by Daruma Capital  
Management, LLC  
and Mariko O.  
Gordon are held in  
the accounts of  
private investment  
vehicles and managed  
accounts advised by  
Daruma Capital  
Management, LLC.

ITEM 7. IDENTIFICATION  
AND  
CLASSIFICATION  
OF THE  
SUBSIDIARY  
WHICH ACQUIRED  
THE SECURITY  
BEING REPORTED  
ON BY THE  
PARENT HOLDING  
COMPANY:

N/A

ITEM 8. IDENTIFICATION  
AND  
CLASSIFICATION  
OF MEMBERS OF  
THE GROUP:

N/A

ITEM 9. NOTICE OF  
DISSOLUTION OF  
GROUP:

N/A

ITEM 10. CERTIFICATION:

By signing below I  
certify that, to the  
best of my knowledge  
and belief, the  
securities referred to  
above were acquired

and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

## **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2014

Date

Daruma Capital Management, LLC

/s/ Veronica T. Stork

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Signature

Veronica T. Stork, Chief Compliance Officer

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Name/Title

February 14, 2014

Date

Mariko O. Gordon

/s/ Mariko O. Gordon

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Signature

Mariko O. Gordon, Chief Executive Officer

---

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

CUSIP No.: 351793104

Exhibit A

AGREEMENT

SIGNATURE

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The undersigned agree that this Schedule 13G dated February 14, 2014 relating to the Common Stock, \$.01 par value per share of Francesca's Holdings Corporation shall be filed on behalf of the undersigned.

DARUMA CAPITAL MANAGEMENT, LLC

By: /s/ Veronica T. Stork

Name: Veronica T. Stork

Title: Chief Compliance Officer

MARIKO O. GORDON

/s/ Mariko O. Gordon

Mariko O. Gordon, CFA