

CHARLOTTE RUSSE HOLDING INC  
Form 8-K  
September 14, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 8-K**

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**Current Report Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 10, 2007**

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**Charlotte Russe Holding, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction

of incorporation)

**000-27677**  
(Commission File Number)

**33-0724325**  
(I.R.S. Employer

Identification No.)

**4645 Morena Boulevard, San Diego, CA**  
(Address of principal executive offices)

**92117**  
(Zip Code)

**Registrant's telephone number, including area code: (858) 587-1500**

**Not applicable.**

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

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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):

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

(e)

On September 10, 2007, our Board of Directors adopted the Charlotte Russe Holding, Inc. Executive Officer Compensation Program (the Program ). The purpose of the Program is to align the interests of the Company s executive officers with the interests of the Company s stockholders and to attract, motivate and retain talented executive officers to continually maximize stockholder value. The Program is focused on pay for performance and accountability and targets annual base salaries for the Company s executive officers at the median of the Company s peer group of companies while providing for above-market incentive payments for above-market performance. A copy of the Program is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

10.1 Charlotte Russe Holding, Inc. Executive Officer Compensation Program.

**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 hereunto duly authorized.

**CHARLOTTE RUSSE HOLDING, INC.**

By: /s/ Patti Johnson  
Patti Johnson  
*Executive Vice President,*

*Chief Financial Officer*

Date: September 13, 2007

**INDEX TO EXHIBITS**

10.1 Charlotte Russe Holding, Inc. Executive Officer Compensation Program.