

CHARLOTTE RUSSE HOLDING INC

Form 4

October 14, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Advent CR, Inc.

2. Issuer Name **and** Ticker or Trading
Symbol
CHARLOTTE RUSSE HOLDING
INC [CHIC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
09/29/2009

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

C/O ADVENT INTERNATIONAL
CORPORATION, 75 STATE
STREE, 29TH FLOOR

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

BOSTON, MA 02109

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <u>(1)</u>	09/29/2009		P		187,566	A	\$ 17.5	18,189,530	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	
Common Stock <u>(1)</u>	09/30/2009		P		180,561	A	\$ 17.5	18,370,091	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	
Common Stock <u>(1)</u>	10/01/2009		P		130,965	A	\$ 17.5	18,501,056	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	
Common Stock <u>(1)</u>	10/02/2009		P		46,427	A	\$ 17.5	18,547,483	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	
	10/05/2009		P		7,800	A		18,555,283		

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Common Stock <u>(1)</u>					\$		D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Stock <u>(1)</u>	10/06/2009	P	3,772	A	\$	18,559,055	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Stock <u>(1)</u>	10/07/2009	P	14,744	A	\$	18,573,799	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Stock <u>(1)</u>	10/08/2009	P	411,248	A	\$	18,985,047	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Stock <u>(1)</u>	10/09/2009	P	71,112	A	\$	19,056,159	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Stock <u>(1)</u>	10/13/2009	P	266,966	A	\$	19,323,125	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Advent CR, Inc.
C/O ADVENT INTERNATIONAL CORPORATION
75 STATE STREET, 29TH FLOOR
BOSTON, MA 02109

X

X

ADVENT INTERNATIONAL GPE VI-G LP
C/O ADVENT INTERNATIONAL CORP
75 STATE STREET, 29TH FLOOR
BOSTON, MA 02109

Advent Partners GPE VI-A Limited Partnership
C/O ADVENT INTERNATIONAL CORPORATION
75 STATE STREET, 29TH FLOOR
BOSTON, MA 02109 X

Advent Partners GPE VI 2009 Limited Partnership
C/O ADVENT INTERNATIONAL CORPORATION
75 STATE STREET, 29TH FLOOR
BOSTON, MA 02109 X

Advent Partners GPE VI 2008 Limited Partnership
C/O ADVENT INTERNATIONAL CORPORATION
75 STATE STREET, 29TH FLOOR
BOSTON, MA 02109 X

Advent CR Holdings, Inc.
C/O ADVENT INTERNATIONAL CORPORATION
75 STATE STREE, 29TH FLOOR
BOSTON, MA 02109 X

Advent CR GP Ltd
C/O ADVENT INTERNATIONAL CORPORATION
75 STATE STREET, 29TH STREET
BOSTON, MA 02109 X

GPE VI GP Limited Partnership
C/O ADVENT INTERNATIONAL CORPORATION
75 STATE STREET, 29TH FLOOR
BOSTON, MA 02109 X

GPE VI GP (Delaware) Limited Partnership
C/O ADVENT INTERNATIONAL CORPORATION
75 STATE STREET, 29TH FLOOR
BOSTON, MA 02109 X

ADVENT INTERNATIONAL LLC
C/O ADVENT INTERNATIONAL CORPORATION
75 STATE STREET, 29TH FLOOR
BOSTON, MA 02109 X

Signatures

SEE EXHIBIT
99.1 10/14/2009

 Signature of
Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- (1) Represents the shares of Common Stock of Charlotte Russe Holding, Inc. directly owned by Advent CR, Inc. ("Purchaser"). All other entities or persons are included within this report due to their affiliation with Purchaser.

The shares of Common Stock of Charlotte Russe may be deemed to be indirectly beneficially owned by the following, all of which are Reporting Persons: (a) Advent CR Holdings, Inc., the sole stockholder of Purchaser ("Parent"), (ii) Advent CR Cayman Limited Partnership, the controlling stockholder of Parent ("Advent Cayman"), (iii) Advent International GPE VI Limited Partnership ("GPE

- (2) VI"), Advent International GPE VI-A Limited Partnership ("GPE VI-A"), Advent International GPE VI-B Limited Partnership ("GPE VI-B"), Advent International GPE VI-C Limited Partnership ("GPE VI-C"), Advent International GPE VI-D Limited Partnership ("GPE VI-D"), Advent International GPE VI-E Limited Partnership ("GPE VI-E"), Advent International GPE VI-F Limited Partnership ("GPE VI-F"), Advent International GPE VI-G Limited Partnership ("GPE VI-G"),

[Continuation of Footnote 2] Advent Partners GPE VI 2008 Limited Partnership ("AP GPE VI 2008"), Advent Partners GPE VI 2009 Limited Partnership ("AP GPE VI 2009") and Advent Partners GPE VI-A Limited Partnership ("AP GPE VI-A," collectively, the

- (3) "Advent Funds"), which are the interest holders of Advent Cayman, (iv) Advent CR GP Limited, which is the general partner of Advent Cayman, (v) GPE VI GP Limited Partnership, a Cayman Islands limited partnership ("GPE VI GP"), which is the general partner of GPE VI, GPE VI-A, GPE VI-B, GPE VI-F and GPE VI-G, (vi) GPE VI GP (Delaware) Limited Partnership, a Delaware limited partnership ("GPE VI GP Delaware"), which is the general partner of GPE VI-C, GPE VI-D and GPE VI-E,

[Continuation of Footnote 2] (vii) Advent International LLC, a Massachusetts limited liability company ("Advent LLC," and collectively with GPE VI GP and GPE VI GP Delaware, the "Advent General Partners"), which is the general partner of AP GPE VI-A, AP GPE VI

- (4) 2008, AP GPE VI 2009, GPE VI GP, and GPE VI GP (Delaware) and (viii) Advent International Corporation, a Delaware corporation and the manager of Advent LLC. The Reporting Persons listed in this footnote disclaim beneficial ownership of the reported Common Stock, and this report shall not be deemed an admission that the Reporting Persons listed in this footnote are the beneficial owners of the reported Common Stock for the purpose of Section 16 or any other purpose, except, in each case, to the extent of its pecuniary interest therein.

Remarks:

Due to technical limitations in the number of reporting persons that can be included in a single filing, this Form 4 is the second of two filings referencing identical transactions entered into by the filing group.

See Exhibit 99.1 - Signatures.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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