Edgar Filing: FREDS INC - Form 4

FREDS INC											
Form 4											
January 27, 2	2017										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL		
	UNITED	STATES S		ITIES Al hington, 1			NGE (COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 10 Form 4 or Form 5 obligatior may conti	6. Filed purs	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							Expires: January 20 Estimated average burden hours per response		
<i>See</i> Instru 1(b).	iction	30(h) of	f the Inv	estment (Compan	y Act	t of 194	40			
(Print or Type R	Responses)										
Kay Ronald T S			2. Issuer Name and Ticker or Trading Symbol FREDS INC [FRED]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			mendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)				
MEMPHIS,	TN 38118							_X_ Form filed by M Form filed by M Person	One Reporting Pe More than One Re		
(City)	(State) (Zip)	Table	e I - Non-De	erivative S	Securi	ties Acc	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	on(A) or Di (D) (Instr. 3,	spose 4 and (A) or	d of 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)		
Class A Common Stock (1)	01/23/2017			Code V $A\underline{(1)}$	308 <u>(1)</u>		Price \$ 13.4	4,343	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				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			
Kay Ronald T 4300 NEW GETWELL ROAD MEMPHIS, TN 38118			VP				
Signatures							
Jerry Shore by power of attorney	01/	27/2017					
**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).
- (1) Shares acquired through Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.