

Citi Trends Inc  
Form 4/A  
April 04, 2007

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hampshire Equity Partners II, L.P.

(Last) (First) (Middle)

520 MADISON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Citi Trends Inc [CTRN]

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

01/31/2006

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
02/02/2006

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_X\_\_\_\_ Other (specify below)

See Exhibit 99.1

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

**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)
Common Stock, par value \$.01 per share	01/31/2006		S	1,372,698 D	\$ 40.1375	5,419,212 (1)	D (2)
Common Stock, par value \$.01 per share	01/31/2006		S	193,158 D	\$ 40.1375	893,699 (1)	D (3)
Common Stock, par	01/03/2006		S	3,894 D	\$ 40.1375	17,874 (1)	D (4)

value  
\$.01 per  
share

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.**

SEC 1474  
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (1999 Stock Option Plan)	\$ 3.6154	01/31/2006		C		37,050		08/02/2003	08/02/2013	Common Stock, par value \$.01 per share	37,050
Stock Options (1999 Stock Option Plan)	\$ 6.8462	01/31/2006		C		29,562		10/30/2004	10/30/2014	Common Stock, par value \$.01 per share	29,562

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Hampshire Equity Partners II, L.P.  
520 MADISON AVENUE  
NEW YORK, NY 10022

X

See Exhibit 99.1

Hampshire Equity Partners Cayman D.B. II, LP  
520 MADISON AVENUE  
NEW YORK, NY 10022

See Exhibit 99.1

Hampshire Equity Partners Cayman II LP  
520 MADISON AVENUE See Exhibit 99.1  
NEW YORK, NY 10022

Lexington Equity Partners Cayman II, LP  
520 MADISON AVENUE See Exhibit 99.1  
NEW YORK, NY 10022

Lexington Equity Partners II, L.P.  
520 MADISON AVENUE See Exhibit 99.1  
NEW YORK, NY 10022

Lexington Equity Partners II, Inc.  
520 MADISON AVENUE X See Exhibit 99.1  
NEW YORK, NY 10022

## Signatures

HAMPSHIRE EQUITY PARTNERS II, L.P. By: Lexington Equity Partners II, L.P., its  
General Partner By: Lexington Equity Partners II, Inc., its General Partner By: /s/ Gregory P.  
Flynn Name: Gregory P. Flynn Title: Vice President 04/03/2007

\_\_Signature of Reporting Person Date

HAMPSHIRE EQUITY PARTNERS CAYMAN D.B. II, L.P. By: Lexington Equity Partners  
Cayman II, L.P., its General Partner By: Lexington Equity Partners II, Inc., its General Partner  
By: /s/ Gregory P. Flynn Name: Gregory P. Flynn Title: Vice President 04/03/2007

\_\_Signature of Reporting Person Date

HAMPSHIRE EQUITY PARTNERS CAYMAN II, L.P. By: Lexington Equity Partners  
Cayman II, L.P., its General Partner By: Lexington Equity Partners II, Inc., its General Partner  
By: /s/ Gregory P. Flynn Name: Gregory P. Flynn Title: Vice President 04/03/2007

\_\_Signature of Reporting Person Date

LEXINGTON EQUITY PARTNERS II, L.P. By: Lexington Equity Partners II, Inc., its  
General Partner By: /s/ Gregory P. Flynn Name: Gregory P. Flynn Title: Vice President 04/03/2007

\_\_Signature of Reporting Person Date

LEXINGTON EQUITY PARTNERS CAYMAN II, L.P. By: Lexington Equity Partners II,  
Inc., its General Partner By: /s/ Gregory P. Flynn Name: Gregory P. Flynn Title: Vice  
President 04/03/2007

\_\_Signature of Reporting Person Date

LEXINGTON EQUITY PARTNERS II, INC. By: /s/ Gregory P. Flynn Name: Gregory P.  
Flynn Title: Vice President 04/03/2007

\_\_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).

The number of shares sold by Hampshire Equity Partners II, L.P. ("HEP II"), Hampshire Equity Partners Cayman D.B. II, L.P. ("HEP D.B. II") and Hampshire Equity Partners Cayman II, L.P. ("HEP Cayman II" and together with HEP II and HEP D.B. II, the "Hampshire Funds") in a secondary offering of Citi Trends, Inc. common stock which closed January 31, 2006 (the "Secondary Offering") and reported on a Form 4 filed on February 2, 2006 (the "Original Form 4") were incorrectly allocated among the Hampshire Funds. The share totals reported hereby are the accurate number of shares held by each of the Hampshire Funds following the Secondary Offering.

## Edgar Filing: Citi Trends Inc - Form 4/A

- (2) These shares and options are held in the name of HEP II. Lexington Equity Partners II, Inc. is the general partner of Lexington Equity Partners II, L.P., which is the general partner of HEP II. Lexington Equity Partners II, Inc. is the ultimate beneficial owner of all shares and options reported hereunder.

- (3) These shares are held in the name of HEP D.B. II. Lexington Equity Partners II, Inc. is the general partner of Lexington Equity Partners Cayman II, L.P., which is the general partner of HEP D.B. II. Lexington Equity Partners II, Inc. is the ultimate beneficial owner of all shares and options reported hereunder.

- (4) These shares are held in the name of HEP Cayman II. Lexington Equity Partners II, Inc. is the general partner of Lexington Equity Partners Cayman II, L.P., which is the general partner of HEP Cayman II. Lexington Equity Partners II, Inc. is the ultimate beneficial owner of all shares and options reported hereunder.

### Remarks:

The aggregate number of beneficially owned shares reported hereby was previously reported on the Original Form 4. The aggregate number of beneficially owned shares reported hereby was previously reported on the Original Form 4.

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.