

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financing accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

This Amendment No. 1 on Form 8-K/A (the “Amendment”) amends the Current Report on Form 8-K filed on February 1, 2018 (the “Prior Report”) by Fred’s, Inc. (the “Company”) regarding the appointment of Joseph M. Anto as Executive Vice President, Chief Financial Officer and Secretary of the Company. The Prior Report inadvertently omitted a component of Mr. Anto’s initial compensation arrangements. In addition to the other forms of compensation described in the Prior Report, Mr. Anto will receive a \$100,000 signing bonus. The Prior Report is otherwise unaffected by this Amendment.

SIGNATURES

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.

FRED'S, INC.

(Registrant)

Date: February 2, 2018 By: /s/ Michael K. Bloom
Name: Michael K. Bloom
Title: Chief Executive Officer