

CHARLOTTE RUSSE HOLDING INC

Form 3

October 14, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Advent CR, Inc.
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 09/29/2009

3. Issuer Name and Ticker or Trading Symbol

CHARLOTTE RUSSE HOLDING INC [CHIC]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer ___ Other
 (give title below) (specify below)

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

(Street)

BOSTON, MA 02109

(City) (State) (Zip)

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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

18,001,964

D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$ A

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date

3. Title and Amount of Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect Beneficial Ownership

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(Month/Day/Year)	Derivative Security (Instr. 4)	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
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 STREE, 29TH FLOOR BOSTON, MA 02109	^	^ X	^	^
ADVENT INTERNATIONAL GPE VI-G LP C/O ADVENT INTERNATIONAL CORP 75 STATE STREET, 29TH FLOOR BOSTON, MA 02109	^	^ X	^	^
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	^	^ X	^	^

75 STATE STREET, 29TH FLOOR
BOSTON, MA 02109

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 5(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) 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 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"),
- (3) [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 "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 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.

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Remarks:

Due to technical limitations in the number of reporting persons that can be included in a single filing, a 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. 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.