Vendetti Mark J

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FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					PROVAL		
		Wushington, I				OMB Number:	3235-0104
	INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF				Expires:	January 31, 2005	
S	ection 17(a) of	SECURI' to Section 16(a) of the the Public Utility Holdin (h) of the Investment C	Securities E ng Company	y Act of 1935		Estimated a burden hou response	iverage
(Print or Type Response	es)						
1. Name and Address of Person <u>*</u> Vendetti Mark 3		Statement (Month/Day/Year)	3. Issuer Name <b>and</b> Ticker or Trading Syn Francesca's Holdings CORP [FRA				
(Last) (First)	) (Middle)	03/04/2013	4. Relationsh Person(s) to I	ip of Reporting		.mendment, D Month/Day/Yea	-
C/O FRANCESCA HOLDINGS CORPORATION, ROAD	8760 CLAY		Director X Officer		w)	vidual or Join	t/Group
HOUSTON, TX.			Chief F	inancial Officer	Filingo _X_ Fo Person Fo	(Check Application filed by One	ble Line) e Reporting
(City) (State	) (Zip)	Table I - N	Non-Derivat	tive Securitie	es Beneficia	ally Owned	l
1.Title of Security (Instr. 4)		2. Amount of Beneficially (Instr. 4)		Ownership	4. Nature of I Ownership (Instr. 5)	Indirect Benef	icial
Reminder: Report on a owned directly or indire	•	ch class of securities benefici	ially S	SEC 1473 (7-02)			
ir re	nformation conta equired to respo	oond to the collection of ined in this form are not nd unless the form displ //B control number.					
Table II	- Derivative Secu	rities Beneficially Owned (e.	.g., puts, calls,	, warrants, opti	ons, converti	ble securities	)

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial Ownership
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	(Instr. 5)
		(Instr. 4)	Price of	Derivative	
			Derivative	Security:	

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Date	Expiration	Title	Amount or	Security	Direct (D)
Exercisable	Date		Number of		or Indirect
			Shares		(I)
					(Instr 5)

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships				
	Director	10% Owner	Officer	Other	
Vendetti Mark J C/O FRANCESCA'S HOLDINGS CORPORATION 8760 CLAY ROAD HOUSTON, TX 77080	Â	Â	Chief Financial Officer	Â	

## Signatures

/s/ Mark J.	03/06/2013
Vendetti	03/00/2013

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

#### No securities are beneficially owned

- \* 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).

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#### **Remarks:**

Exhibit List: Exhibit 24 - Power of Attorney

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.