

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 9, 2018 (February 5, 2018)

FRED'S, INC.

(Exact Name of Registrant as Specified in Charter)

Commission File Number 001-14565

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|---|--|
| <u>Tennessee</u> (State or Other Jurisdiction of Incorporation) | <u>62-0634010</u> (I.R.S. Employer Identification No.) |
|---|--|

4300 New Getwell Road, Memphis, Tennessee 38118
(Address of principal executive offices)

(901) 365-8880
Registrant's telephone number, including area code

Not Applicable
(Former Name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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.

(b)

On February 5, 2018, Lilia Lauren, Senior Vice President and a named executive officer of Fred's, Inc. (the "Company"), notified the Company of her intent to resign, effective on March 5, 2018.

(e)

On February 9, 2018, Ms. Lauren and the Company entered into a Consulting Agreement, which becomes effective on March 6, 2018 (the "Consulting Agreement"). Pursuant to the Consulting Agreement, Ms. Lauren will serve as a consultant to the Company from March 6, 2018 to April 19, 2018, and will receive \$9,000 per week for such services. The foregoing description of the Consulting Agreement does not purport to be complete, and is qualified in its entirety by reference to such Consulting Agreement, which will be filed as an exhibit to the Company's next periodic report filed under the Securities and Exchange Act of 1934, as amended.

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 9, 2018

By: /s/ Michael K. Bloom
Name: Michael K. Bloom
Title: Chief Executive Officer