

CHRISTOPHER & BANKS CORP

Form 8-K

April 04, 2016

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): March 31, 2016

CHRISTOPHER & BANKS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-31390

(Commission File Number)

06-1195422

(IRS Employer Identification No.)

2400 Xenium Lane North

Plymouth, Minnesota 55441

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (763) 551-5000

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))

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Item 7.01 Regulation FD Disclosure.

On March 10, 2016, Christopher & Banks Corporation (the “Company”) entered into a Support Agreement (the “Agreement”) with Macellum Capital Management, LLC and certain affiliates thereof (collectively, “Macellum”). On April 4, 2016, pursuant to the terms of the Agreement, the Company issued a press release announcing the agreement between the Company and Macellum to nominate Bruce J. Klatsky for election as the seventh and final nominee for election as a director at the Company’s 2016 Annual Meeting of Stockholders (“2016 Annual Meeting”). Subsequent to the issuance of this press release, the Company was informed by Mr. Klatsky that he was withdrawing as a director-nominee due to material conflicts. As a result, the Company issued a subsequent press release announcing that Mr. Klatsky has withdrawn his name as a director-nominee at the 2016 Annual Meeting.

The information provided pursuant to this Item 7.01, including Exhibits 99.1 and 99.2 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial  
Statements and  
Exhibits.

(d) Exhibits:

99.1 Press  
release  
dated  
April 4,  
2016.

99.2 Press  
release  
dated  
April 4,  
2016.

SIGNATURE

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.

CHRISTOPHER & BANKS  
CORPORATION

Date: April 4, 2016 By: /s/ Luke R. Komarek  
Luke R. Komarek  
Senior Vice President, General Counsel

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CHRISTOPHER & BANKS CORPORATION

EXHIBIT INDEX TO FORM 8-K

|                 |                      |
|-----------------|----------------------|
| Date of Report: | Commission File No.: |
| March 31, 2016  | 001-31390            |

CHRISTOPHER & BANKS CORPORATION

| Exhibit Number | Description                        |
|----------------|------------------------------------|
| 99.1           | Press release dated April 4, 2016. |
| 99.2           | Press release dated April 4, 2016. |