

CHRISTOPHER & BANKS CORP

Form 8-K

April 18, 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): April 15, 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))

Item 1.01 Entry into a Material Definitive Agreement.

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”).

Pursuant to the Agreement, the Company has agreed to cause the Board of Directors (“Board”) of the Company (i) to reduce the size of the Board to seven members as of the date of the 2016 Annual Meeting of Stockholders (the “2016 Annual Meeting”); (ii) and in addition to the six nominees previously identified, to nominate a seventh nominee to be selected by Macellum who satisfies the qualifications set forth in the Agreement and is otherwise reasonably acceptable to the Board in the exercise of its fiduciary duties. The Company and Macellum have agreed that Seth R. Johnson is the seventh and final nominee for election at the Company’s 2016 Annual Meeting. Mr. Johnson is the former Chief Executive Officer of Pacific Sunwear of California, Inc. and a board member of bebe stores, inc. and Tilly’s, Inc.

Item 7.01 Regulation FD Disclosure.

On April 18, 2016, the Company issued a press release announcing the agreement between the Company and Macellum to nominate Seth R. Johnson for election as a director of the Company at its 2016 Annual Meeting.

The information provided pursuant to this Item 7.01, including Exhibit 99.1 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
18,
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 18, 2016 By: /s/ Luke R. Komarek
Luke R. Komarek
Senior Vice President, General Counsel

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EXHIBIT INDEX TO FORM 8-K

| | |
|-----------------|----------------------|
| Date of Report: | Commission File No.: |
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CHRISTOPHER & BANKS CORPORATION

| Exhibit Number | Description |
|----------------|-------------------------------------|
| 99.1 | Press release dated April 18, 2016. |