

Citi Trends Inc  
Form SC 13G/A  
February 11, 2009  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

---

**Schedule 13G**

Under the Securities Exchange Act of 1934

(Amendment No. 2 ) 1

CITI TRENDS, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

17306X102

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

- Rule 13d-1(c)  
 Rule 13d-1(d)

---

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

(Continued on following page(s))

CUSIP No. 17306X102

---

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Springhouse Capital, LP

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) \_\_\_\_

(b) \_\_\_\_

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Delaware

---

Number of Shares Beneficially Owned by Each Reporting Person with:	5. Sole Voting Power:	0
	6. Shared Voting Power:	0
	7. Sole Dispositive Power:	0
	8. Shared Dispositive Power:	0

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

—

---

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person (See Instructions)

PN

---

CUSIP No. 17306X102

---

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Springhouse Asset Management LLC

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) \_\_\_\_

(b) \_\_\_\_

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Delaware

---

Number of Shares Beneficially Owned by Each Reporting Person with:	5. Sole Voting Power:	0
	6. Shared Voting Power:	0
	7. Sole Dispositive Power:	0
	8. Shared Dispositive Power:	0

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

—

---

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person (See Instructions)

OO

---



CUSIP No. 17306X102

---

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Brian Gaines

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) \_\_\_\_

(b) \_\_\_\_

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

United States

---

Number of Shares Beneficially Owned by Each Reporting Person with:	5. Sole Voting Power:	0
	6. Shared Voting Power:	0
	7. Sole Dispositive Power:	0
	8. Shared Dispositive Power:	0

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

—

---

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person (See Instructions)

IN

---

**Item 1(a). Name of Issuer:**

Citi Trends, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

104 Coleman Boulevard

Savannah, Georgia 31408

**Item 2(a). Name(s) of Person(s) Filing:**

1. Springhouse Capital, LP, a Delaware limited partnership ( LP );
2. Springhouse Asset Management LLC, a Delaware limited liability company ( LLC ); and
3. Brian Gaines

LP, LLC and Mr. Gaines are collectively referred to as the "Reporting Persons."

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

535 Madison Avenue, 30th Floor, New York, NY 10022

**Item 2(c). Citizenship:**

LP and LLC are Delaware entities. Mr. Gaines is a citizen of the United States.

**Item 2(d). Title of Class of Securities:**

Common Stock, \$.01 par value

**Item 2(e). CUSIP Number:**

17306X102

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act, (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d (b)(1)(ii)(G);
- (h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Not applicable

**Item 4. Ownership:**

None of the Reporting Persons beneficially own any shares of the Issuer.

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. X

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security**

**Being Reported on by the Parent Holding Company:**

Not applicable

**Item 8. Identification and Classification of Members of the Group:**

Not applicable

**Item 9. Notice of Dissolution of Group:**

Not applicable

**Item 10. Certification.**

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

- Page 6 of 7 Pages -

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 9, 2009

(Date)

/s/ Brian Gaines

(Signature)

Brian Gaines, individually and as managing

member of Springhouse Asset Management LLC, general partner  
of Springhouse Capital, LP