

DeGroot Jeff  
Form 3/A  
June 07, 2011

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

OMB  
Number: 3235-0104  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

DeGroot Jeff

(Last)

(First)

(Middle)

4300 NEW GETWELL ROAD

(Street)

MEMPHIS, TN 38118

(City)

(State)

(Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

05/16/2011

3. Issuer Name and Ticker or Trading Symbol  
FRED'S INC [FRED]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner

☒ Officer \_\_\_\_ Other  
(give title below) (specify below)

Vice President

5. If Amendment, Date Original  
Filed (Month/Day/Year)

05/16/2011

6. Individual or Joint/Group

Filing (Check Applicable Line)

☒ Form filed by One Reporting  
Person

\_\_\_\_ Form filed by More than One  
Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative  
Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

Date Exercisable Expiration  
Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title Amount or  
Number of  
Shares

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

Option on Class A Common Stock	05/16/2012 <sup>(1)</sup>	05/16/2018	Class A Common Stock	9,184 <sup>(1)</sup>	\$ 13.61 <sup>(1)</sup>	D	Â
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeGroot Jeff 4300 NEW GETWELL ROAD MEMPHIS, TN 38118	Â	Â	Â Vice President	Â

## Signatures

Anita Ryan by power of attorney  
06/07/2011

\_\_Signature of Reporting Person                      Date

## Explanation of Responses:

- \* 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).
- (1) Employment option granted with a 5 year vesting @ 20% per year and 7 year expiration.

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### Remarks:

AddingÂ powerÂ ofÂ attorneyÂ toÂ filing

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.