
**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 17, 2019**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (Section 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Section 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 financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.
(a)

On April 17, 2019, Christopher & Banks Corporation (“CBK”) received notice from the New York Stock Exchange (the “NYSE”) that the Company is not in compliance with Section 802.01B of the NYSE’s Listed Company Manual (the “LCM”), which allows the NYSE to initiate suspension and delisting procedures with respect to a company determined to have an average market capitalization over a consecutive 30 trading-day period of less than \$15.0 million.

In connection therewith, on April 18, 2019, CBK announced that NYSE Regulation, Inc. (“NYSE Regulation”) has informed the Company of its determination to commence proceedings to delist the common stock of the Company from the NYSE. Trading in the Company’s common stock on the NYSE was suspended following the close of the NYSE market on Wednesday, April 17, 2019.

The suspension and commencement of delisting proceedings does not affect the Company's day to day operations, liquidity or credit facility. The Company will continue to file periodic and certain other reports with the SEC under applicable federal securities laws.

Commencing later today, the Company's common stock is expected to begin trading on the Pink Current Market operated by the OTC Markets Group under the symbol "CBKC". The Company intends to submit an application to trade on the OTCQX Best Market.

The Company has a right to seek review of this determination by a Committee of the Board of Directors of the Exchange within ten (10) business days of the notice.

The Company intends to apply to relist its common stock on a national exchange in the future upon meeting the applicable listing standards of that exchange.

A copy of the Company's press release announcing the NYSE’s suspension of trading and commencement of the delisting process is attached hereto as Exhibit 99.1 and is hereby incorporated by reference into this Item 3.01.

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, 2019

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:
April 17, 2019

Commission File No.:
001-31390

CHRISTOPHER & BANKS CORPORATION

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release issued by the Company April 18, 2019.



CHRISTOPHER AND BANKS™

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**CHRISTOPHER & BANKS CORPORATION ANNOUNCES MOVE TO
TRADING ON THE OTC MARKETS GROUP**

**- Acknowledges Suspension Notice from NYSE and Commencement of Delisting Process -
- Notice does not Affect Day to Day Operations, Liquidity or Credit Facility -**

Minneapolis, MN, April 18, 2019 - Christopher & Banks Corporation (NYSE: CBK), a specialty women's apparel retailer, today announced that yesterday afternoon it received notification from The New York Stock Exchange (the "NYSE") informing the Company that the NYSE has determined to suspend trading of and to commence proceedings to delist the Company's common stock from the NYSE because the Company has fallen below the NYSE's continued listing standard that requires an average global market capitalization of at least \$15.0 million over 30 consecutive trading days.

The suspension and commencement of delisting proceedings does not affect the Company's day to day operations, liquidity or credit facility. The Company will continue to file periodic and certain other reports with the SEC under applicable federal securities laws.

The Company anticipates that its common stock will begin trading later today on the Pink Market, operated by the OTC Markets Group under the symbol "CBKC". The Company intends to submit an application to trade on the OTCQX Best Market.

The Company also intends to apply to relist its common stock on a national exchange in the future upon meeting the applicable listing standards of that exchange.

About Christopher & Banks

Christopher & Banks Corporation is a Minneapolis-based national specialty retailer featuring exclusively designed privately branded women's apparel and accessories. As of April 18, 2019, the Company operates 457 stores in 45 states consisting of 313 MPW stores, 81 Outlet stores, 33 Christopher & Banks stores, and 30 stores in its women's plus size clothing division CJ Banks. The Company also operates the www.ChristopherandBanks.com eCommerce website.

Keywords: Christopher & Banks, CJ Banks, Women's Clothing, Plus Size Clothing, Petites, Extended Sizes, Outfits.

Forward-Looking Statements

Certain statements in this press release may constitute forward-looking statements, made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, which reflect our current views with respect to certain events that could have an effect on our future performance. The forward-looking statements relate to expectations concerning matters that are not historical facts and may use the words "will", "expect", "anticipate", "plan", "intend", "project", "believe", "should", "drive" "in order to" and similar expressions. Except for historical information, matters discussed in this press release may be considered forward-looking statements.

These forward-looking statements are based largely on information currently available to our management and our current expectations, assumptions, plans, estimates, judgments and projections about our business and our industry, and are subject to a number of uncertainties and risks, as well as assumptions that, if they do not fully materialize or prove incorrect, could cause the Company's future performance and financial results to differ materially from those expressed or implied by the forward-looking statements. We cannot guarantee their accuracy or our future performance, and there are a number of known and unknown risks, uncertainties, contingencies, and other factors (many of which are outside our control) that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Accordingly, there is no assurance that our expectations will, in fact, be achieved or that our estimates or assumptions will be correct, and we caution investors and all others not to place undue reliance on such forward-looking statements.

Important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include, but are not limited to, those factors described in Item 1A, "Risk Factors" and in the "Forward-Looking Statements" disclosure in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of our latest annual report on Form 10-K. All forward-looking statements that are made or attributable to us are expressly qualified in their entirety by this cautionary notice. The Company does not undertake to publicly update or revise its forward-looking statements even if experience or future changes make it clear that projected results expressed or implied in such statements will not be realized.

COMPANY CONTACT:

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President and Chief Executive Officer

(763) 551-5000

INVESTOR RELATIONS CONTACT:

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ICR, Inc.

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