

CHRISTOPHER & BANKS CORP  
Form 8-K  
September 26, 2006

**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): **September 21, 2006**

**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**  
(I.R.S. Employer Identification No.)

**2400 Xenium Lane North**  
**Plymouth, Minnesota**  
(Address of Principal  
Executive Offices)

**55441**  
(Zip Code)

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

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 September 21, 2006, the Board of Directors approved an amendment to the Company's 2005 Stock Incentive Plan, a copy of which is attached hereto as Exhibit 10.1, to provide an exception from the individual participant limitations set forth in Section 4.2 of the Plan for Restricted Stock grants to key officers of the Company.

**Item 9.01**

**Financial Statements and Exhibits.**

(a) Financial statements: None.

(b) Pro forma financial information: None.

(c) Shell company transactions: None.

(d) Exhibits:

10.1 Amendment No. 2 to the Company's 2005 Stock Incentive Plan dated September 21, 2006

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**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, thereunto duly authorized.

**Christopher & Banks Corporation**

Date: September 26, 2006

By: /s/ Andrew K. Moller

Andrew K. Moller  
Executive Vice President  
and Chief Financial Officer

**CHRISTOPHER & BANKS CORPORATION**

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**INDEX TO EXHIBITS**

Exhibit

No.      **Description**

10.1      Amendment No. 2 to the Company's 2005 Stock Incentive Plan dated September 21, 2006

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