



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

Mail Stop 3561

December 8, 2016

Jerry A. Shore  
Chief Executive Officer  
Fred's, Inc.  
4300 New Getwell Rd  
Memphis, Tennessee 38118

**Re: Fred's, Inc.**  
**Form 10-K for Fiscal Year Ended January 30, 2016**  
**Filed April 14, 2016**  
**File No. 1-14565**

Dear Mr. Shore:

We have completed our review of your filings. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Sincerely,

/s/ William H. Thompson

William H. Thompson  
Branch Chief  
Office of Consumer Products