



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 3561

July 10, 2017

Michael K. Bloom  
Chief Executive Officer  
Fred's, Inc.  
4300 New Getwell Road  
Memphis, TN 38118

**Re: Fred's, Inc.**  
**Registration Statement on Form S-3**  
**Filed June 30, 2017**  
**File No. 333-219115**

Dear Mr. Bloom:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. 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.

Please contact Scott Anderegg, Attorney-Advisor, at (202) 551-3342 with any questions.

Sincerely,

/s/ Lilyanna Peyser for

Mara Ransom  
Assistant Director  
Office of Consumer Products