

CHICOS FAS INC  
Form S-8 POS  
March 11, 2011

As filed with the Securities and Exchange Commission on March 11, 2011  
Registration Statement No. 333-69643

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
Chico s FAS, Inc.  
(Exact name of registrant as specified in its charter)**

**Florida**  
(State or other jurisdiction of incorporation or organization)

**59-2389435**  
(I.R.S. Employer Identification No.)

**11215 Metro Parkway  
Fort Myers, Florida**  
(Address of Principal Executive Offices)

**33966**  
(Zip code)

**CHICO S FAS, INC.  
NON-EMPLOYEE DIRECTORS STOCK OPTION PROGRAM**  
(Full title of the plan)

**David F. Dyer, President  
11215 Metro Parkway  
Fort Myers, Florida 33966  
(239) 277-6200**

**Copies To:  
A. Alexander Rhodes, Esq.  
11215 Metro Parkway  
Fort Myers, Florida 33966  
(239) 277-6200**

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

**EXPLANATORY NOTE**

Chico s FAS, Inc. (the Company ), filed with the Securities and Exchange Commission a registration statement on Form S-8, Number 333-69643, on December 23, 1998 (the Registration Statement ), to register shares of common stock of the Company (the Securities ) to be offered under the Company s Non-Employee Directors Stock Option Program.

The purpose of this Post-Effective Amendment No. 1 to the Registration Statement is to deregister such portion of the Securities, previously registered under the Registration Statement, which have not been sold as of the date this Post-Effective Amendment is filed.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Fort Myers, State of Florida on this 11th day of March, 2011.

CHICOS FAS, INC.

By: /s/ David F. Dyer

Name: David F. Dyer

Title: President and Chief Executive Officer  
(principal executive officer)