

CHICOS FAS INC  
Form 8-K  
June 28, 2011

**Table of Contents**

**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): **June 23, 2011**

**Chico s FAS, Inc.**

(Exact Name of Registrant as Specified in its Charter)

Florida

(State or Other Jurisdiction of Incorporation)

001-16435

59-2389435

(Commission File Number)

(IRS Employer Identification No.)

11215 Metro Parkway, Fort Myers, Florida

33966

(Address of Principal Executive Offices)

(Zip code)

(239) 277-6200

(Registrant s Telephone Number, Including Area Code)

(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 (see General Instruction A.2. below):

- 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))
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**TABLE OF CONTENTS**

Item 5.07 Submission of Matters to a Vote of Security Holders.

SIGNATURES

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**Table of Contents****Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Shareholders for Chico's FAS, Inc. was held on June 23, 2011 for the purpose of electing directors and voting on the proposals described below. Each Class III director was elected and each proposal was approved.

Proposal 1 Election of Class III Directors:

|                   | For         | Against   | Abstain | Broker<br>Non-Votes |
|-------------------|-------------|-----------|---------|---------------------|
| John J. Mahoney   | 126,039,045 | 1,782,686 | 215,157 | 29,551,618          |
| David F. Walker   | 125,958,328 | 1,865,353 | 213,207 | 29,551,618          |
| Stephen E. Watson | 126,031,144 | 1,791,599 | 214,145 | 29,551,618          |

Proposal 2 Approval of the Chico's FAS, Inc. Second Amended and Restated 2002 Employee Stock Purchase Plan:

|  | For         | Against | Abstain | Broker<br>Non-Votes |
|--|-------------|---------|---------|---------------------|
|  | 127,189,586 | 662,318 | 184,984 | 29,551,618          |

Proposal 3 Ratification of the Appointment of Ernst & Young LLP as Independent Certified Public Accountants:

|  | For         | Against   | Abstain | Broker<br>Non-Votes |
|--|-------------|-----------|---------|---------------------|
|  | 153,617,222 | 3,650,256 | 321,028 | -0-                 |

Proposal 4 Advisory Resolution on Executive Compensation:

|  | For         | Against   | Abstain | Broker<br>Non-Votes |
|--|-------------|-----------|---------|---------------------|
|  | 124,641,004 | 3,307,448 | 88,436  | 29,551,618          |

Proposal 5 Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation:

|  | 1 year      | 2 years | 3 years    | Abstain | Broker<br>Non-Votes |
|--|-------------|---------|------------|---------|---------------------|
|  | 112,842,551 | 724,134 | 14,349,325 | 120,879 | 29,551,617          |

In accordance with the recommendation of our Board of Directors and the voting results of the stockholders of Chico's FAS, Inc. on this advisory proposal, our Board of Directors has adopted a policy to hold annual advisory votes on the compensation of our named executive officers.

**Table of Contents**

**SIGNATURES**

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.

CHICOS FAS, INC.

Date: June 28, 2011

By: /s/ Kent A. Kleeberger  
Kent A. Kleeberger, Executive Vice President  
Chief  
Operating Officer

3