

CHICOS FAS INC
Form 8-K
June 28, 2010

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**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 24, 2010**

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At the Annual Meeting of Stockholders of Chico's FAS Inc. (the Company) held on June 24, 2010, stockholders approved an amended and restated version of the Company's Cash Bonus Incentive Plan (the Plan). A description of the Plan is included in the Company's 2010 Proxy Statement (the Proxy Statement) filed with the Securities and Exchange Commission on May 5, 2010 under the heading Proposal 2 Proposal to Approve the Chico's FAS, Inc. Amended and Restated Cash Bonus Incentive Plan. The description of the Plan is incorporated herein by reference and is qualified in its entirety by reference to the full text of the Plan, which was filed as Appendix A of the Proxy Statement and is incorporated herein by reference.

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 24, 2010 for the purpose of electing directors and voting on the proposals described below. Each Class II director was elected and each proposal was approved.

Proposal 1 Election of Class II Directors:

| | For | Against | Abstain | Broker Non-Votes |
|-----------------|-------------|------------|---------|---------------------|
| Verna K. Gibson | 122,267,921 | 20,265,716 | 670,265 | 25,038,697 |
| Betsy S. Atkins | 132,284,409 | 10,192,949 | 726,544 | 25,038,697 |
| David F. Dyer | 134,811,319 | 7,720,372 | 672,212 | 25,038,696 |

Proposal 2 Approval of the Chico's FAS, Inc. Amended and Restated Cash Bonus Incentive Plan:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|---------------------|
| 138,552,860 | 4,248,531 | 402,511 | 25,038,697 |

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

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|---------------------|
| 163,861,873 | 4,145,818 | 234,908 | -0- |

Item 8.01 Other Events

On June 25, 2010, the Company issued a press release announcing its Board of Directors declared a quarterly cash dividend of \$0.04 per share. A copy of the release issued on June 25, 2010 is attached to this Report as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

Exhibit 99.1 Chico's Declares Cash Dividend of \$0.04 Per Share

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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, 2010

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

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INDEX TO EXHIBITS

| Exhibit Number | Description |
|----------------|--|
| Exhibit 99.1 | Press Release of Chico s FAS, Inc. dated June 25, 2010 |