

CHICOS FAS INC  
Form 8-K  
May 31, 2011

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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): **May 31, 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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Item 9.01. Financial Statements and Exhibits

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**Item 7.01 Regulation FD Disclosure.**

In its opening remarks at the Morgan Stanley Retail Conference on May 25, 2011, the management of Chico's FAS, Inc. (the Company) said that the Company, was only expecting SG&A dollars to be up 2%, but as a rate of sales, it should decline significantly.

The statement should have been prefaced with the following: excluding the impact of new store openings on SG&A dollars... In the Company's prepared remarks during its first quarter 2011 earnings conference call on May 18, 2011, management stated that Chico's FAS, Inc. would open 30 net new stores during the fiscal second quarter 2011 resulting in approximately 100 more stores by the end of second quarter 2011 versus second quarter 2010.

A copy of the Thomson Reuters StreetEvents final transcript of the Chico's FAS, Inc. presentation at the Morgan Stanley Retail Conference on May 25, 2011 is attached as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits:

Exhibit 99.1 Transcript of Chico's FAS, Inc. presentation at Morgan Stanley Retail Conference

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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: May 31, 2011

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

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INDEX TO EXHIBITS

Exhibit Number	Description
Exhibit 99.1	Transcript of Chico s FAS, Inc. presentation at Morgan Stanley Retail Conference