

CHICOS FAS INC  
Form 8-K  
September 27, 2007

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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): **September 24, 2007**

**Chico s FAS, Inc.**

(Exact Name of Registrant as Specified in its Charter)

Florida

(State or Other Jurisdiction of Incorporation)

0-21258

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

On September 24, 2007, Michael A. Weiss tendered his resignation from the Board of Directors of Chico's FAS, Inc. (the Company), effective immediately. Mr. Weiss' resignation was due to his appointment as Chief Executive Officer of Express and not the result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

A copy of the release issued on September 27, 2007 is attached to this Report as Exhibit 99.1 and is incorporated by reference herein.

**Item 8.01 Other Events.**

On September 27, 2007, the Company announced that its Board of Directors had elected Scott A. Edmonds to serve in the additional position of Chairman of the Board, that Ross E. Roeder, one of the Company's seven independent directors had been appointed as Lead Director and that the number of Board seats had been reduced from 10 to 9.

A copy of the release issued on September 27, 2007 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 FAS, Inc. Press Release dated September 27, 2007

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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: September 27, 2007

By: /s/ Michael J. Kincaid  
Michael J. Kincaid, Senior Vice  
President &#151  
Finance and Chief Accounting Officer  
and Assistant Secretary

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| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| Exhibit 99.1          | Press Release of Chico's FAS, Inc. dated September 27, 2007 |