

CHICOS FAS INC  
Form 8-K  
December 20, 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): December 18, 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 18, 2007, the Board of Directors of Chico's FAS, Inc. (the Company) amended Article VIII of the Company's Amended and Restated By-laws to incorporate more exacting language confirming the Company's ability to issue and transfer Company shares in accordance with the electronic Direct Registration System (DRS) administered by the Depository Trust Company. This amendment was made in response to recent amendments to the New York Stock Exchange (NYSE) rules which require securities listed on the NYSE to be eligible to participate in the DRS by January 1, 2008.

A copy of the amendment is attached as Exhibit 3.3 to this Report and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

Exhibit 3.3 Amendment to Amended and Restated By-laws, effective December 18, 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: December 20, 2007

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

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