

CHICOS FAS INC  
Form 8-K  
June 30, 2014

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 26, 2014

Chico's FAS, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Florida  
(State or Other Jurisdiction of Incorporation)

001-16435  
(Commission File Number)

59-2389435  
(IRS Employer Identification No.)

11215 Metro Parkway, Fort Myers, Florida  
(Address of Principal Executive Offices)  
(239) 277-6200  
(Registrant's Telephone Number, Including Area Code)

33966  
(Zip 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 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Shareholders for Chico’s FAS, Inc. was held on June 26, 2014 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 Non-Votes
David F. Walker	127,505,220	581,566	461,022	11,840,256
John J. Mahoney	127,065,896	1,018,906	463,006	11,840,256
Stephen E. Watson	125,825,092	2,262,221	460,495	11,840,256

Proposal 2– Ratification of the Appointment of Ernst & Young LLP as Independent Certified Public Accountants:

For	Against	Abstain	Broker Non-Votes
137,710,844	2,049,872	627,348	0

Proposal 3 – Advisory Resolution on Executive Compensation:

For	Against	Abstain	Broker Non-Votes
124,876,681	3,165,712	505,415	11,840,256

**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.

**CHICO'S FAS, INC.**

Date: June 30, 2014

By: /s/ Todd E. Vogensen  
Todd E. Vogensen, Senior Vice President,  
Chief Financial Officer