

CHICOS FAS INC  
Form S-8  
July 25, 2008

**Table of Contents**

As filed with the Securities and Exchange Commission on July 25, 2008

**Registration No. 333-\_\_\_\_\_**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM S-8  
Registration Statement  
Under  
The Securities Act of 1933  
Chico s FAS, Inc.  
(Exact name of registrant as specified in its charter)**

**Florida** **59-2389435**  
(State or other jurisdiction of incorporation) (IRS Employer Identification No.)  
**11215 Metro Parkway**  
**Fort Myers, Florida 33966**  
(Address of Principal Executive Offices, Zip Code)  
**Amended and Restated**  
**Chico s FAS, Inc. 2002 Omnibus Stock and Incentive Plan**  
(Full title of the plan)

**Scott A. Edmonds, President**  
**11215 Metro Parkway**  
**Fort Myers, Florida 33966**  
**(239) 277-6200**  
(Name, address and telephone number,  
including area code, of agent for service)

**Copies To:**  
**A. Alexander Rhodes, Esq.**  
**11215 Metro Parkway**  
**Fort Myers, Florida 33966**  
**(239) 277-6200**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title Of Securities To Be Registered</b>	<b>Amount To Be Registered (1)</b>	<b>Proposed Maximum Offering Price per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount Of Registration Fee</b>
Common Stock	10,000,000 Shs.	\$5.79625	\$57,962,500.00	\$2,277.93

(1) The amount being registered includes an

indeterminate number of shares of Common Stock which may be issuable as a result of stock splits, stock dividends and anti-dilution provisions and other terms, in accordance with Rule 416(c) under the Securities Act of 1933, as amended.

- (2) Estimated solely for the purpose of calculating the registration fee. Such estimate has been computed in accordance with Rule 457(h) based upon the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on July 21, 2008, namely \$5.79625.
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**TABLE OF CONTENTS**

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Item 4. Description of Securities.

Item 5. Interests of Named Experts and Counsel.

Item 6. Indemnification of Directors and Officers.

Item 7. Exemption from Registration Claimed.

Item 8. Exhibits.

Item 9. Undertakings.

SIGNATURES

EX-5 Opinion of Trenam, Kemker, Scharf, Barkin, Frye & O'Neill, P.A.

EX-23.1 Consent of Ernst & Young LLP

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**Table of Contents**

**PART I  
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The purpose of this Registration Statement is to register under the Securities Act of 1933, as amended (the Securities Act ), 10,000,000 shares of the Registrant s common stock, issuable pursuant to the Amended and Restated Chico s FAS, Inc. 2002 Omnibus Stock and Incentive Plan (the Plan ). As permitted by Rule 428 under the Securities Act, this Registration Statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the selected participants in the Plan as required by Rule 428(b). Such documents are not being filed with the Securities and Exchange Commission (the Commission ) as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424(b) under the Securities Act.

**Table of Contents**

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

By this reference, the following documents filed or to be filed by Chico s FAS, Inc. (the Company ) with the Commission are incorporated into and made a part of this Registration Statement:

1. The Company s Annual Report on Form 10-K for the fiscal year ended February 2, 2008 filed with the Commission on March 28, 2008.
2. The Company s Definitive Proxy Statement for the Annual Meeting of Stockholders held June 26, 2008 filed with the Commission on April 30, 2008.
3. The Company s Quarterly Report on Form 10-Q for the quarter ended May 3, 2008 filed with the Commission on May 28, 2008.
4. The Company s Current Report on Form 8-K filed with the Commission on May 28, 2008.
5. The Company s Current Report on Form 8-K filed with the Commission on June 26, 2008.
6. The Company s Current Report on Form 8-K filed with the Commission on July 2, 2008.
7. The description of the Company s Common Stock contained on page 47 of the Company s Prospectus dated November 16, 1993, as filed with the Commission under Rule 424(b) of the Securities Act, which was a part of the Company s Registration Statement on Form S-1 (Registration Statement No. 33-70620), as amended and which was incorporated by reference in the Company s Registration Statement on Form 8-A as filed with the Commission under the Securities Exchange Act of 1934 (Registration Statement No. 0-21258).

In addition, all documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Table of Contents**

**Item 6. Indemnification of Directors and Officers.**

The Florida Business Corporation Act, as amended (the Florida Act ), provides that, in general, a business corporation may indemnify any person who is or was a party to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that he or she is or was a director or officer of the corporation, against liability incurred in connection with such proceeding, including any appeal thereof, provided certain standards are met, including that such officer or director acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and provided further that, with respect to any criminal action or proceeding, the officer or director had no reasonable cause to believe his or her conduct was unlawful. In the case of proceedings by or in the right of the corporation, the Florida Act provides that, in general, a corporation may indemnify any person who was or is a party to any such proceeding by reason of the fact that he or she is or was a director or officer of the corporation against expenses and amounts paid in settlement actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof, provided that such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made in respect of any claim as to which such person is adjudged liable unless a court of competent jurisdiction determines upon application that such person is fairly and reasonably entitled to indemnity. To the extent that any officers or directors are successful on the merits or otherwise in the defense of any of the proceedings described above, the Florida Act provides that the corporation is required to indemnify such officers or directors against expenses actually and reasonably incurred in connection therewith. However, the Florida Act further provides that, in general, indemnification or advancement of expenses shall not be made to or on behalf of any officer or director if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute: (i) a violation of the criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe it was unlawful; (ii) a transaction from which the director or officer derived an improper personal benefit; (iii) in the case of a director, a circumstance under which the director has voted for or assented to a distribution made in violation of the Florida Act or the corporation's articles of incorporation; or (iv) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder. Article VI of the Company's By-laws provides that the Company shall indemnify any director, officer or employee or any former director, officer or employee to the fullest extent permitted by law.

As is permitted under the Florida Act, the Company has purchased insurance with respect to, among other things, the liabilities that may arise under the statutory provisions referred to above. The directors and officers of the Company also are insured against certain liabilities, including certain liabilities arising under the Securities Act and the Exchange Act, which might be incurred by them in such capacities and against which they may or may not be indemnified by the Company.

The Company has entered into indemnification agreements with each of its directors and certain of its executive officers. The agreements create certain indemnification obligations of the Company in favor of the directors and executive officers and, as permitted by applicable law, clarify and expand the circumstances under which a director or executive officer will be indemnified.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

Please see Exhibit Index in this Registration Statement.

**Table of Contents**

**Item 9. Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Securities and Exchange Commission by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person against the registrant in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.



**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Myers, State of Florida, on the date or dates indicated below.

**CHICO S FAS, INC.**

July 25, 2008

By: /s/ SCOTT A. EDMONDS  
 Scott A. Edmonds  
 Chairman, President and Chief Executive Officer  
 (Principal Executive Officer)

July 25, 2008

By: /s/ KENT A. KLEEBERGER  
 Kent A. Kleeberger  
 Executive Vice President, Chief Financial Officer  
 and Treasurer (Principal Financial Officer)

July 25, 2008

By: /s/ MICHAEL J. KINCAID  
 Michael J. Kincaid  
 Senior Vice President Finance, Chief Accounting  
 Officer  
 and Assistant Secretary (Principal Accounting  
 Officer)

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ SCOTT A. EDMONDS  Scott A. Edmonds	Chairman, President and Chief Executive Officer (Principal Executive Officer)	July 25, 2008
/s/ BETSY S. ATKINS  Betsy S. Atkins	Director	July 25, 2008
/s/ JOHN W. BURDEN, III  John W. Burden, III	Director	July 25, 2008
/s/ VERNA K. GIBSON  Verna K. Gibson	Director	July 25, 2008
/s/ ROSS E. ROEDER  Ross E. Roeder	Director	July 25, 2008

/s/ DAVID F. WALKER

Director

July 25, 2008

David F. Walker

6

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**Table of Contents**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description of Exhibits</b>
4.1	Amended and Restated Chico s FAS, Inc. 2002 Omnibus and Incentive Plan (filed as Exhibit 10.1 to the Current Report on Form 8-K filed with the Commission on July 2, 2008 and incorporated herein by reference).
5 <sup>1</sup>	Opinion of Trenam, Kemker, Scharf, Barkin, Frye & O Neill, Professional Association, regarding legality of securities.
23.1 <sup>1</sup>	Consent of Ernst & Young LLP, independent registered public accounting firm.
<sup>1</sup>	Filed herewith.