

CHICOS FAS INC  
Form 8-K  
February 24, 2012

**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): **February 22, 2012**

**Chico s FAS, Inc.**

(Exact Name of Registrant as Specified in its Charter)

Florida

(State or Other Jurisdiction of Incorporation)

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**001-16435**  
(Commission File Number)

**59-2389435**  
(IRS Employer Identification No.)

**11215 Metro Parkway, Fort Myers, Florida**  
(Address of Principal Executive Offices)

**33966**  
(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))

**Item 2.02. Results of Operations and Financial Condition**

On February 22, 2012, Chico's FAS, Inc. (the "Company") held a conference call with the investment community to discuss its financial results for the fourth quarter and fiscal year ending January 28, 2012. A copy of the transcript of the conference call is attached hereto as Exhibit 99.1.

The information presented herein shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject the Company to liability pursuant to that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly stated by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits:

Exhibit 99.1      Transcript of conference call held by Chico's FAS, Inc. on February 22, 2012

**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: February 24, 2012

By: /s/ Pamela K. Knous  
Pamela K. Knous  
Executive Vice President    Chief Financial Officer

INDEX TO EXHIBITS

<b>Exhibit</b>	<b>Description</b>
Exhibit 99.1	Transcript of conference call held by Chico s FAS, Inc. on February 22, 2012