CHICOS FAS INC
Form DEFA14A
May 04, 2012

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant x   Filed by a party other than the Registrant ¨

Check the appropriate box:

¨   Preliminary Proxy Statement

¨   **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

¨   Definitive Proxy Statement

x   Definitive Additional Materials

¨   Soliciting Material under 240.14a-12

Chico s FAS, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x   No fee required

¨   Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

   (1)   Title of each class of securities to which transaction applies:

   (2)   Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

*** Exercise Your *Right* to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the

Shareholder Meeting to Be Held on June 21, 2012

CHICO S FAS, INC.

Meeting Information

Meeting Type: Annual Meeting

For holders as of: April 23, 2012
Date: June 21, 2012　　　**Time:** 9:00 AM EDT

Location:　Gralnick Auditorium
Chico s FAS, Inc. s
National Store Support Center

11215 Metro Parkway

Fort Myers, Florida 33966

You are receiving this communication because you hold shares in the above named company.

CHICO S FAS, INC.

ATTN: Sandy Rhodes

11215 METRO PARKWAY

FORT MYERS, FL 33966 - 1206

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at *www.proxyvote.com* or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

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Before You Vote
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. 10K Wrap   2. Notice & Proxy Statement

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: *www.proxyvote.com*.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a

copy. Please choose one of the following methods to make your request:

1) *BY INTERNET*:   www.proxyvote.com

2) *BY TELEPHONE*:   1-800-579-1639

3) *BY E-MAIL**:   sendmaterial@proxyvote.com

*   If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before June 07, 2012 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to *www.proxyvote.com.* Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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Voting Items

The Board of Directors recommends you vote   FOR   the following nominees:

1.   Election of Directors

   Nominees:

1   Ross E. Roeder

2   Andrea M. Weiss

The Board of Directors recommends you vote   FOR   proposals 2, 3 and 4.

2   PROPOSAL TO APPROVE THE CHICO S FAS, INC. 2012 OMNIBUS STOCK AND INCENTIVE PLAN

3   PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

4   ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION

NOTE: OTHER MATTERS: Unless a line is stricken through this sentence, the proxies herein named may in their discretion vote the shares represented by this Proxy upon such other matters as may properly come before the Annual Meeting. The shares represented by this Proxy will be voted in the manner directed herein only if this Proxy is properly executed and timely returned. If the undersigned does not specify a choice, the shares will be voted FOR all nominees for director listed on this Proxy, FOR approval of the Chico s FAS, Inc. 2012 Omnibus Stock and Incentive Plan, FOR ratification of the appointment of Ernst & Young LLP as independent certified public accountants, FOR the advisory resolution approving executive compensation and in the discretion of the proxies for other matters that may properly come before the Annual Meeting.
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