

CHICOS FAS INC  
Form 8-K  
February 28, 2013

**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 28, 2013**

**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 28, 2013, Chico's FAS, Inc. (the Company) issued a press release announcing its fourth quarter and year end earnings for the period ended February 2, 2013. A copy of the release issued on February 28, 2013 is attached to this Report as Exhibit 99.1 and is incorporated by reference herein.

**Item 8.01. Other Events**

On February 28, 2013, the Company also announced that its Board of Directors authorized a new \$300 million share repurchase program. A copy of the release issued on February 28, 2013 is attached to this Report as Exhibit 99.2 and is incorporated by reference herein.

On February 28, 2013, the Company also announced that its Board of Directors declared a quarterly cash dividend of \$0.055 per share. A copy of the release issued on February 28, 2013 is attached to this Report as Exhibit 99.3 and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits:

Exhibit 99.1	Press Release of Chico's FAS, Inc. dated February 28, 2013
Exhibit 99.2	Press Release of Chico's FAS, Inc. dated February 28, 2013
Exhibit 99.3	Press Release of Chico's FAS, Inc. dated February 28, 2013

**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: February 28, 2013

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

INDEX TO EXHIBITS

Exhibit Number	Description
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