

CHARMING SHOPPES INC

Form 8-K

September 26, 2007

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**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) September 25, 2007

**CHARMING SHOPPES, INC.**

(Exact name of registrant as specified in its charter)

**PENNSYLVANIA**  
(State or other jurisdiction  
of incorporation)

**000-07258**  
(Commission  
File Number)

**23-1721355**  
(IRS Employer  
Identification No.)

**450 WINKS LANE, BENSALEM, PA 19020**  
(Address of principal executive offices) (Zip Code)

**(215) 245-9100**  
(Registrant's telephone number, including area code)

**NOT APPLICABLE**  
(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:

- 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On September 20, 2007, the Board of Directors of Charming Shoppes, Inc. (the “Company”) amended the articles of incorporation of the Company whereby subsection (d) was added to Article 5 of the Company’s then existing articles of incorporation to allow the Company to have uncertificated shares. The amendment became effective as of September 25, 2007. This amendment was made as a result of the Securities and Exchange Commission approval of amendments to NASDAQ Marketplace Rule 4350(1), which requires securities listed on NASDAQ to be eligible to participate in a direct registration system (“DRS”) by January 1, 2008. DRS allows a shareholder to be registered directly on the books of the transfer agent without the need of a physical certificate to evidence the security ownership and allows shareholders to electronically transfer securities to broker-dealers in order to effect transactions without the risks and delays associated with transferring physical certificates. The rule does not require issuers to actually participate in a DRS or to eliminate physical stock certificates but rather requires that the listed securities are eligible for such a program.

A copy of the amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**Exhibit Description**  
**No.**

- 3.1 Amended Article 5, Subsection (d) to the Articles of Incorporation of Charming Shoppes, Inc.



**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.

**CHARMING SHOPPES, INC.**

(Registrant)

Date: September 26, 2007

**/S/ ERIC M. SPECTER**

Eric M. Specter  
Executive Vice President  
Chief Financial Officer



**EXHIBIT INDEX**

**Exhibit Description**  
**No.**

3.1 Amended Article 5, Subsection (d) to the Articles of Incorporation of Charming Shoppes, Inc.



