

CHICOS FAS INC  
Form 8-K  
December 17, 2008

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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): **December 11, 2008**

**Chico s FAS, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Florida**

(State or Other Jurisdiction of Incorporation)

0-21258

59-2389435

(Commission File Number)

(IRS Employer Identification No.)

11215 Metro Parkway, Fort Myers, Florida

33966

(Address of Principal Executive Offices)

(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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 11, 2008, Michael J. Kincaid, the Company's principal accounting officer who held the title of Senior Vice President- Finance, Chief Accounting Officer and Assistant Secretary, informed the Company that he has accepted an offer of employment as the chief financial officer at another company. Mr. Kincaid's anticipated departure date is January 2, 2009. Mr. Kincaid's decision to leave is not the result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices. Kent A. Kleeberger, Executive Vice President- Chief Financial Officer of the Company, will take on the additional designation of principal accounting officer of the Company for the foreseeable future. Mr. Kincaid's other responsibilities will be allocated among his former direct reports, who will now report directly to Mr. Kleeberger.

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**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: December 17, 2008

By: /s/ Kent A. Kleeberger  
Kent A. Kleeberger, Executive Vice  
President  
Chief Financial Officer