

CHICOS FAS INC
Form 8-K
July 25, 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): July 21, 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 1.01. Entry into a Material Definitive Agreement.

On July 21, 2008, Chico s FAS, Inc. (the Company) entered into indemnification agreements with John J. Mahoney and David F. Dyer, each of whom currently serves as a director of the Company. Each indemnification agreement, which mirrors the indemnification agreements in place for each of the Company s other directors, provides, among other things, that the Company will indemnify the applicable director against all costs, losses, damages and expenses which may be incurred or suffered by the director that are related to acts, omissions, events or occurrences that arise from or are related to the fact that the director is or was a director, stockholder or otherwise serving in another capacity at the Company s request, subject to certain specified exceptions. The foregoing description of the form of indemnification agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the forms of the indemnification agreements which are attached as Exhibits hereto and which are incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit 10.1 Indemnification Agreement with John J. Mahoney

Exhibit 10.2 Indemnification Agreement with David F. Dyer

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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: July 25, 2008

By: /s/ Michael J. Kincaid
Michael J. Kincaid, Senior Vice President Finance,
Chief Accounting Officer and Assistant Secretary

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INDEX TO EXHIBITS

Exhibit Number	Description
Exhibit 10.1	Indemnification Agreement with John J. Mahoney
Exhibit 10.2	Indemnification Agreement with David F. Dyer