

CHICOS FAS INC  
Form 8-K/A  
January 20, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 3)

**Current Report**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of report: (Date of earliest event reported): November 24, 2008

**Chico s FAS, Inc.**

(Exact Name of Registrant as Specified in its Charter)

Florida

(State or Other Jurisdiction of Incorporation)

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<b>001-16435</b> (Commission File Number)	<b>59-2389435</b> (IRS Employer Identification No.)
<b>11215 Metro Parkway,</b>	<b>33966</b>
<b>Fort Myers, Florida</b> (Address of Principal Executive Offices)	(Zip code)
<b>(239) 277-6200</b> (Registrant's Telephone Number, Including Area Code)	
<b>(Former Name or Former Address, if Changed Since Last Report)</b>	

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))

**Introductory Note**

This Amendment No. 3 (the Third Amendment ) amends the Current Report on Form 8-K of Chico s FAS, Inc. (the Company ) filed on December 1, 2008 (the Initial Filing ), as subsequently amended by Amendment No. 1 filed on June 10, 2009 (the First Amendment ), and by Amendment No. 2 on September 30, 2009. The purpose of the Third Amendment is to unredact portions of certain exhibits and schedules to the Company s Credit Agreement, entered into on November 24, 2008 for a \$55 million senior secured revolving credit facility (the Credit Facility ) with a syndicate led by SunTrust Bank, as administrative agent (the Agent ) and lender and SunTrust Robinson Humphrey, Inc. as lead arranger. The Credit Facility has been terminated and is no longer in force and effect having been replaced by a new credit agreement with a new syndicate of lenders.

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

(d) Exhibits:

Exhibit 10.1 Credit Agreement by and among SunTrust Bank, the Company and the subsidiaries of the Company dated as of November 24, 2008, including the schedules and exhibits <sup>(1)</sup>

- (1) Certain portions of these schedules have been omitted and are subject to a confidential treatment request filed with the Secretary of the Securities and Exchange Commission pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended. The complete schedules were filed separately with the Securities and Exchange Commission.

**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.

Date: January 20, 2012

CHICOS FAS, INC.

By: /s/ PAMELA K. KNOUS  
**Pamela K. Knous,**

**Executive Vice President Chief Financial Officer**

INDEX TO EXHIBITS

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