

CHICOS FAS INC  
Form 8-K  
April 14, 2016

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): April 14, 2016

Chico's FAS, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Florida  
(State or Other Jurisdiction of Incorporation)

001-16435  
(Commission  
File Number)

59-2389435  
(IRS Employer  
Identification No.)

11215 Metro Parkway, Fort Myers, Florida  
(Address of Principal Executive Offices)  
(239) 277-6200

33966  
(Zip code)

(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 April 14, 2016, Chico's FAS, Inc. (the "Company") and Shelley Broader, the Company's Chief Executive Officer and President, entered into an amendment to Ms. Broader's employment letter agreement dated October 26, 2015. Ms. Broader's letter agreement originally provided that in connection with her participation in the Company's Executive Severance Plan (the "Severance Plan"), the occurrence of a change in control (within the meaning of the Company's 2012 Omnibus Stock and Incentive Plan) would constitute "Good Reason" for purposes of the Severance Plan. Pursuant to the amendment, a change in control will only constitute good reason for purposes of the Severance Plan if the change in control results in a substantial diminution in Ms. Broader's duties or responsibilities.

The foregoing description of the amendment to Ms. Broader's letter agreement is not complete and is qualified in its entirety by reference to the full text of such agreement included as Exhibit 10.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

Exhibit 10.1	Amended employment letter agreement between the Company and Shelley Broader dated April 14, 2016
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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.

CHICO'S FAS, INC.

Date: April 14, 2016

By:  
/s/ Todd E. Vogensen  
Todd E. Vogensen, Executive Vice President,  
Chief Financial Officer and Assistant Corporate  
Secretary

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INDEX TO EXHIBITS

Exhibit Number	Description
Exhibit 10.1	Amended employment letter agreement between the Company and Shelley Broader dated April 14, 2016