

CHICOS FAS INC
Form 8-K
June 29, 2015

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): June 25, 2015

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
(Registrant's Telephone Number, Including Area Code)

33966
(Zip 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 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Shareholders for Chico's FAS, Inc. was held on June 25, 2015 for the purpose of electing directors and voting on the proposals described below. Each Class I director was elected and each proposal was approved.

Proposal 1 – Election of Class I Directors:

| | For | Against | Abstain | Broker Non-Votes |
|-----------------|-------------|-----------|---------|---------------------|
| Ross E. Roeder | 119,597,950 | 2,681,589 | 327,079 | 9,769,039 |
| Andrea M. Weiss | 120,522,838 | 1,759,891 | 323,889 | 9,769,039 |

Proposal 2– Ratification of the Appointment of Ernst & Young LLP as Independent Certified Public Accountants:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|---------------------|
| 130,911,430 | 1,064,997 | 399,230 | 0 |

Proposal 3 – Advisory Resolution on Executive Compensation:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|---------------------|
| 117,963,316 | 4,182,373 | 460,929 | 9,769,039 |

Proposal 4 – Approval of the Chico's FAS, Inc. Existing Cash Bonus Incentive Plan:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|---------------------|
| 119,871,330 | 2,256,942 | 478,346 | 9,769,039 |

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: June 29, 2015

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