

CHICOS FAS INC
Form 8-K/A
May 02, 2006

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

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 21, 2005

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

33912

(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 9.01. Financial Statements and Exhibits

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Ex-3.2 Amended and Restated By-Laws

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Explanatory Note.

This Current Report on Form 8-K/A amends the Current Report on Form 8-K filed by Chico's FAS, Inc. with the Securities and Exchange Commission on June 24, 2005 (the "Original 8-K") and is being filed to refile in full Exhibit 3.2 to correct clerical errors in such Exhibit 3.2. No other changes are being made to the Original 8-K.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits:

Exhibit 3.2 Amended and Restated By-Laws of Chico's FAS, Inc.

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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: May 2, 2006

By: /s/ Michael J. Kincaid

Michael J. Kincaid, Senior Vice President Finance and
Chief Accounting Officer and Assistant Secretary

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| Exhibit Number | Description |
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| Exhibit 3.2 | Amended and Restated By-Laws of Chico s FAS, Inc. |