

CHICOS FAS INC  
Form DEF 14A  
May 04, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant    Filed by a Party other than the Registrant

**Check the appropriate box:**

Preliminary Proxy Statement

CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under 240.14a-12

**Chico's FAS, Inc.**

*(Name of Registrant as Specified In Its Charter)*

*(Name of Person(s) Filing Proxy Statement, if other than the Registrant)*

**Payment of Filing Fee (Check the appropriate box):**

**No fee required.**

**Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.**

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11  
(set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

**Fee paid previously with preliminary materials.**

**Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.**

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

*“On behalf of the employees and Directors of Chico’s FAS, Inc., we thank you for your continued support and confidence in our Company.”*

**David Walker**

May 4, 2018

To our Shareholders:

It is our pleasure to invite you to attend our 2018 Annual Meeting of Shareholders at 9:00 A.M., local time, on Thursday, June 21, 2018 at our National Store Support Center located at 11215 Metro Parkway, Fort Myers, Florida. The meeting will begin with a discussion and voting on the matters described in the attached Notice of Annual Meeting of Shareholders and Proxy Statement, followed by a report on Chico’s FAS, Inc.’s financial performance.

This booklet includes the Notice of Annual Meeting of Shareholders and the Proxy Statement. The Proxy Statement is a critical element of the corporate governance process. Its purpose is to provide you with information about the Company’s Board of Directors and executive officers and the proposals that require your vote. Please read these materials so you will understand what business will be transacted and voted upon at the meeting.

We are pleased to take advantage of Securities and Exchange Commission (“SEC”) rules that allow companies to furnish their proxy materials over the Internet. As a result, we are mailing to most of our shareholders a Notice of Internet Availability of Proxy Materials (“Notice of Internet Availability”) instead of a printed copy of our proxy materials (i.e., this Notice of Annual Meeting, the Proxy Statement, our 2017 Annual Report, and a form proxy card or voting instruction form). The Notice of Internet Availability contains instructions on how to access those documents over the Internet and how to submit your proxy via the Internet. The Notice of Internet Availability also contains instructions on how to request a printed copy of our proxy materials. All shareholders who do not receive a Notice of Internet Availability will receive a printed copy of the proxy materials by mail. This process allows us to provide our shareholders with the information they need in a timelier manner, while reducing the environmental impact and lowering the costs of printing and distributing our proxy materials.

On behalf of the employees and directors of Chico’s FAS, Inc., we thank you for your continued support and confidence in our Company.

**Shelley G. Broader**

*Chief Executive Officer and President*

**David F. Walker**

*Chair of the Board*

Notice of  
**Annual Meeting  
of Shareholders  
Thursday, June 21, 2018**

**9:00 A.M., Local Time**

*Gralnick Auditorium, Chico's FAS, Inc. National Store Support Center  
11215 Metro Parkway, Fort Myers, Florida 33966*

To the shareholders of Chico's FAS, Inc.:

**ITEMS OF BUSINESS**

1. To elect six directors, each to serve for a one-year term;
2. To ratify the appointment of Ernst & Young LLP as the Company's independent certified public accountants for the fiscal year ending February 2, 2019 (fiscal 2018);
3. To approve an advisory resolution approving executive compensation; and
4. To transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

**RECORD DATE**

You can vote if you were a shareholder of record as of the close of business on April 23, 2018.

**ANNUAL REPORT**

Our 2017 Annual Report, which is not a part of the proxy soliciting material, is available online or enclosed, as further discussed below.

**PROXY VOTING**

It is important that your shares be represented and voted at the Annual Meeting. **Whether or not you plan to attend the Annual Meeting, please vote as soon as possible. You are urged to date, sign and promptly return the proxy card in the envelope provided to you, if you receive a printed copy of the proxy materials, or to use the telephone or Internet method of voting described on your proxy card, voting instruction form, or Notice of Internet Availability even if you plan to attend the Annual Meeting, so that if you are unable to attend the Annual Meeting, your shares can be voted. Voting now will not limit your right to change your vote or to attend the Annual Meeting.** If you should be present at the meeting and desire to vote in person, you may withdraw your proxy. If your shares are held in the name of a broker, bank or other holder of record, follow the voting instructions you receive from the holder of record in order to vote your shares.

By Order of the Board of Directors,

**Gregory S. Baker**  
*Corporate Secretary*

**Table of Contents**

<b><u>PROXY STATEMENT</u></b>	<b>6</b>
<u>Annual Meeting of Shareholders to be Held June 21, 2018</u>	6
<u>About the Annual Meeting</u>	6
<b><u>PROPOSAL 1 Election of Directors</u></b>	<b>13</b>
<u>Nominees for Election</u>	13
<u>Directors Continuing in Office</u>	17
<u>Director Nominations and Qualifications</u>	19
<u>Compensation of Directors</u>	21
<u>Governance of the Company</u>	22
<u>Board of Directors</u>	24
<u>Board and Committee Meetings</u>	25
<u>Chair of the Board/Chief Executive Officer</u>	25
<u>Affirmative Determination Regarding Director Independence</u>	25
<u>Board's Role in the Risk Management Process</u>	26
<u>Board and Committee Self-Assessment</u>	26
<u>Code of Ethics</u>	27
<u>Communications to Non-Management Directors</u>	27
<u>Director Attendance at Annual Meeting</u>	27
<u>Committees of the Board</u>	27
<b><u>PROPOSAL 2 Proposal to Ratify the Appointment of Ernst &amp; Young LLP as Independent Certified Public Accountants</u></b>	<b>29</b>
<u>Appointment Proposed for Ratification</u>	29
<u>Fees to Independent Accountants</u>	30
<b><u>PROPOSAL 3 Advisory Resolution to Approve Executive Compensation</u></b>	<b>30</b>
<b><u>AUDIT COMMITTEE REPORT</u></b>	<b>32</b>
<b><u>EXECUTIVE OFFICERS</u></b>	<b>33</b>
<u>Non-Director Executive Officers</u>	33
<b><u>HUMAN RESOURCES, COMPENSATION AND BENEFITS COMMITTEE REPORT</u></b>	<b>35</b>
<b><u>COMPENSATION DISCUSSION AND ANALYSIS</u></b>	<b>36</b>
<u>Executive Summary</u>	36
<u>Response to our Annual Say-on-Pay Vote</u>	39
<u>Compensation Philosophy and Objectives</u>	39
<u>Compensation Decision-Making Process</u>	39
<u>Components of Executive Compensation</u>	41
<u>Retirement and Welfare Benefits</u>	43

[Back to Contents](#)

<a href="#">Compensation Governance Policies</a>	45
<a href="#">CEO Pay Ratio</a>	46
<b><a href="#">EXECUTIVE COMPENSATION</a></b>	<b>47</b>
<a href="#">Summary Compensation Table</a>	47
<a href="#">Fiscal Year 2017 Grants of Plan-Based Awards</a>	48
<a href="#">Outstanding Equity Awards at 2017 Fiscal Year End</a>	49
<a href="#">Fiscal Year 2017 Options Exercised and Stock Vested</a>	50
<a href="#">Fiscal Year 2017 Retirement Benefits</a>	50
<a href="#">Fiscal Year 2017 Nonqualified Deferred Compensation</a>	50
<a href="#">Employment Agreements for Named Executive Officers</a>	51
<a href="#">Payments Upon Termination or Change in Control for Named Executive Officers</a>	51
<a href="#">Potential Payments Upon Termination</a>	52
<a href="#">Indemnification Agreements</a>	54
<a href="#">Certain Relationships and Related Party Transactions</a>	54
<a href="#">Compensation Committee Interlocks and Insider Participation</a>	54
<b><a href="#">SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</a></b>	<b>55</b>
<b><a href="#">SECURITY OWNERSHIP</a></b>	<b>56</b>
<a href="#">Stock Ownership of Directors and Executive Officers</a>	56
<a href="#">Stock Ownership of Certain Beneficial Owners</a>	57
<b><a href="#">SHAREHOLDER PROPOSALS FOR PRESENTATION AT THE 2019 ANNUAL MEETING</a></b>	<b>58</b>
<b><a href="#">OTHER MATTERS</a></b>	<b>59</b>

[Back to Contents](#)

## **PROXY STATEMENT**

### **Annual Meeting of Shareholders to be Held June 21, 2018**

May 4, 2018

To the Shareholders of Chico's FAS, Inc.:

These proxy materials are provided in connection with the solicitation of proxies by the Board of Directors (the "Board of Directors" or the "Board") of Chico's FAS, Inc. (the "Company," "we," or "us"), a Florida corporation, to be voted at our 2018 Annual Meeting of Shareholders (the "Annual Meeting") and at any adjournments or postponements thereof.

You are invited to attend our Annual Meeting on June 21, 2018, beginning at 9:00 A.M., local time. The Annual Meeting will be held at our National Store Support Center located at 11215 Metro Parkway, Fort Myers, Florida. Shareholders will be admitted beginning at approximately 8:30 A.M. The operation of cameras (including cellular phones with camera functions), recording devices and other electronic devices will not be permitted at the meeting.

It is important that you vote promptly to avoid unnecessary expense to the Company. Therefore, regardless of whether you plan to attend the Annual Meeting or the number of shares of stock you own, please take the time to vote by proxy as soon as possible so that your shares are represented at the meeting.

If you are a registered shareholder, you can simplify your voting by using the Internet or calling the toll-free telephone number. Internet voting is provided on the Notice of Internet Availability and Internet and telephone voting information is provided on the proxy card. If you receive a printed copy of the proxy materials and vote via the Internet or by telephone, there is no need to return a signed proxy card. However, you may still vote by proxy by using the proxy card. If you beneficially hold your shares in "street name" through a bank, broker or other nominee, you will be able to vote using the voting instruction form provided to you by such nominee, and Internet and telephone voting may also be available per the instructions provided on such voting instruction form.

Proxies will be voted at the Annual Meeting in accordance with the specifications you make on the proxy. If you sign the proxy card or submit a proxy by telephone or over the Internet and do not specify how your shares are to be voted, your shares will be voted in accordance with the recommendations of the Board (see "[About the Annual Meeting](#)").

### **Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be Held June 21, 2018**

The Notice of Annual Meeting of Shareholders, this Proxy Statement and our 2017 Annual Report are available on the Internet at <https://materials.proxyvote.com/168615>. This site does not have "cookies" that identify visitors to the site.

### **About the Annual Meeting**

What is the purpose of the meeting?

At the Annual Meeting, shareholders will act upon the matters outlined in the accompanying Notice of Annual Meeting of Shareholders, which consists of the election of directors, ratification of the appointment of the Company's independent certified public accountants, adoption of an advisory resolution to approve executive compensation and to transact such other business as may properly come before the meeting or any adjournments or postponements thereof. In addition, the Company's management will report on the performance of the Company and respond to questions from shareholders.

When are these materials being sent?

Under rules adopted by the SEC we have elected to provide access to our proxy materials over the Internet. Accordingly, we are sending a Notice of Internet Availability to most of our shareholders of record. All shareholders will have the ability to access the proxy materials on the website referred to in the Notice or to request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice. You will not receive a printed copy of the proxy materials unless you request one in the manner set forth in the Notice. This permits us to conserve natural resources and reduces our printing costs, while giving shareholders a convenient and efficient way to access our proxy materials and vote their shares.

We intend to commence mailing the Notice of Internet Availability to shareholders on or about May 4, 2018.

- 2018 Proxy Statement    **6**

[Back to Contents](#)

Why did I receive these proxy materials?

You have received these proxy materials because you are a shareholder of the Company, and our Board is soliciting authority, or your proxy, to vote your shares at the Annual Meeting. The proxy materials include our Notice of Annual Meeting of Shareholders, Proxy Statement and 2017 Annual Report. These materials also include the proxy card or voting instruction form for the Annual Meeting. Proxies are being solicited on behalf of our Board. The proxy materials include detailed information about the matters that will be discussed and voted on at the Annual Meeting and provide updated information about our Company that you should consider in order to make an informed decision when voting your shares. The proxy materials are first being made available to shareholders on or about May 4, 2018.

Can I access the Company's proxy materials online?

Yes. The Proxy Statement and 2017 Annual Report may be accessed at <https://materials.proxyvote.com/168615>. This site does not have "cookies" that identify visitors to the site.

What is a proxy?

It is your legal designation of another person to vote on matters transacted at the Annual Meeting based upon the stock you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card. The proxy included with this Proxy Statement designates each of Shelley G. Broader, Todd E. Vogensen and Gregory S. Baker as proxies for the Annual Meeting.

What is a proxy statement?

It is a disclosure document that SEC regulations require us to give you so that you can make an informed voting decision when we ask you to designate individuals as proxies to vote on your behalf.

What is the difference between a shareholder of record and a shareholder who holds stock in street name?

If your shares are registered in your name, you are a shareholder of record. When you properly vote in accordance with the instructions provided on the proxy card or Notice of Internet Availability, you are instructing the named proxies to vote your shares in the manner you indicate on your proxy.

If your shares are held in the name of your broker or other institution, which is usually the case if you hold your shares in a brokerage or similar account, your shares are held in "street name." Your broker or other institution or its respective nominee is the shareholder of record for your shares. As the holder of record, only your broker, other institution or nominee is authorized to vote or grant a proxy for your shares. Accordingly, if you wish to vote your shares in person, you must contact your broker or other institution to obtain the authority to do so. When you properly vote in accordance with the instructions provided in the voting instruction form, you are giving your broker, other institution or nominee instructions on how to vote the shares they hold for you.

Applicable SEC and New York Stock Exchange ("NYSE") regulations limit the matters your broker may vote on without having been instructed to do so by you, especially as they relate to the election of directors and compensation matters. As a result, if you do not instruct your broker on how to vote your shares regarding the election of the directors or the advisory vote on the resolution to approve executive compensation, then your shares will not be voted on these matters. We urge you to instruct your broker about how you wish your shares to be voted.



[Back to Contents](#)

What is the record date and what does it mean?

The record date for the Annual Meeting is April 23, 2018. The record date is established by the Board of Directors as required by law and the Company's Amended and Restated Articles of Incorporation and Amended and Restated Bylaws. Owners of record of common stock at the close of business on the "record date" are entitled to:

- (a) receive notice of the meeting; and
- (b) vote at the meeting and any adjournments or postponements thereof.

No shareholders who become owners of record after the record date will be entitled to vote at the Annual Meeting or any adjournment or postponement thereof.

What constitutes a "quorum" for the meeting?

A certain minimum number of shares must be present or represented by proxy at a meeting before any shareholder vote at the meeting can be effective. A quorum of shares must be present to conduct business at the meeting. For the Annual Meeting, the quorum requirement will be satisfied if a majority of the outstanding shares of common stock entitled to be cast on the matters submitted is present in person and/or represented by proxy. You are part of the quorum if you have voted by proxy. Abstentions and broker non-votes count as "shares present" at the meeting for purposes of determining a quorum.

Who is entitled to vote and how many votes do I have?

If you are a common shareholder of record at the close of business on the record date, you can vote. Each common share is entitled to one vote on each matter properly brought before the Annual Meeting. Shares of common stock, par value \$0.01 per share, are the only outstanding voting securities of the Company. If you are a holder in street name at the close of business on the record date, you generally will have the right to instruct your bank, broker or other holder of record how to vote your shares, although specific procedures depend on the terms of your account arrangement. As of the record date, there were 129,202,785 common shares outstanding.

How do I vote my shares?

If you are a shareholder of record, you may vote by proxy in three convenient ways: by telephone, via the Internet or by completing, signing and returning the proxy card in the pre-paid envelope provided, if you receive a printed copy of the proxy materials. Simply follow the instructions provided on the Notice of Internet Availability or proxy card.

If you are not the shareholder of record, please refer to the voting instructions provided by your bank, broker or other nominee to direct it how to vote your shares. Your vote is important. Follow the instructions from your nominee included with our proxy materials, or contact your nominee to request a voting instruction form. To vote in person at the meeting, you must obtain a legal proxy from your nominee. Whether or not you plan to attend the meeting, we urge you to vote using your voting instruction form to ensure that your vote is counted.

If you are a participant in the Chico's Managed Share Plan and/ or the Chico's Employee Stock Purchase Plan (each a "Plan"; together the "Plans"), please refer to the instructions provided by the Administrator of each such Plan in order to direct it how to vote your shares. Please note that you must return your vote instructions with respect to any Plan shares no later than 11:59 P.M. ET on June 13, 2018. Please note that you may not vote any Plan shares in person at the meeting, as such shares may only be voted through the Administrator. Since your vote is important, we urge you to vote promptly to ensure that your Plan shares are represented.

Can I change my vote or revoke my proxy?

You may revoke your proxy or change your voting instructions before the time of voting at the meeting in several ways.

A shareholder who has given a proxy may revoke it at any time before it is exercised at the meeting by:

delivering to the Company's Corporate Secretary a written notice stating that the proxy is revoked;  
signing and delivering a proxy card bearing a later date;  
voting again by telephone or through the Internet; or  
attending and voting at the meeting.

Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to revoke a proxy, you may need to contact that firm to change any prior voting instructions.

- 2018 Proxy Statement    **8**

[Back to Contents](#)

Your vote must be received before the polls close at the Annual Meeting. While you can change your vote by voting in person at the Annual Meeting, attendance at the meeting will not, by itself, revoke a proxy. If you hold your shares in street name, please check with that firm for instructions on how to change your vote.

If I submit a proxy, how will my shares be voted?

By giving us your proxy, you authorize the individuals named as the proxies on the proxy card to vote your shares in accordance with the instructions you provide. You may vote for or against any or all of the director candidates and any or all of the other proposals. You may also abstain from voting. If you vote via the Internet or by telephone, you must indicate how you wish to vote on each item.

If you sign and return a proxy card without indicating your instructions, your shares will be voted:

**FOR** election of the six directors, nominated herein;

**FOR** ratification of the appointment of Ernst & Young LLP as the Company's independent certified public accountants for the fiscal year ending February 2, 2019 (fiscal 2018); and

**FOR** approval of the advisory resolution to approve executive compensation.

If you are a beneficial owner of shares and do not specify how you want to vote, your shares may not be voted by the record holder and may not be considered as present and entitled to vote on any matter to be considered at the Annual Meeting. If your shares are held of record by a bank, broker, or other nominee, we urge you to give instructions to your bank, broker, or other nominee as to how you wish your shares to be voted so you may participate in these important matters.

Your vote is important. Whether or not you plan to attend the meeting, we encourage you to vote by proxy as soon as possible.

What are the Board's recommendations?

The Board's recommendations regarding the proposals to be considered at the Annual Meeting are set forth together with the descriptions of the proposals in this Proxy Statement. In summary, the Board recommends a vote:

**FOR** election of the six directors, nominated herein (see page 13);

**FOR** ratification of the appointment of Ernst & Young LLP as the Company's independent certified public accountants for the fiscal year ending February 2, 2019 (fiscal 2018) (see page 29); and

**FOR** approval of the advisory resolution to approve executive compensation (see page 30).

With respect to any other matter that properly comes before the meeting, the proxies will vote as recommended by the Board of Directors or, if no recommendation is given, in their own discretion. As of the date of the Notice of Annual Meeting of Shareholders, we knew of no other matters to be presented at the Annual Meeting.

My shares are held in street name. How are my shares voted if I do not return voting instructions?

If your shares are held in the name of a brokerage firm, financial institution or other nominee under NYSE rules, your shares may be voted on certain "routine" items by the brokerage firm, financial institution or other nominee, even if you

do not provide voting instructions. When a proposal is not a “routine” matter under NYSE rules, the brokerage firm, financial institution or other nominee cannot vote the shares on that proposal unless they have received prior voting instructions from the beneficial owner of the shares with respect to that proposal. This inability to vote the shares in such an instance is referred to as a “broker non-vote.”

Proposal 2, the ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accountants for fiscal 2018, is considered a routine matter for which the brokerage firm, financial institution or other nominee who holds your shares can vote your shares even if it has not received instructions from you. All other proposals in this Proxy Statement are non-routine matters and accordingly the brokerage firm, financial institution or other nominee cannot vote your shares on those proposals without your instructions.

Although broker non-votes are not voted on non-routine matters, they will be counted in determining whether a quorum is present. **In any event, if your shares are held of record by a bank, broker, or other nominee, we urge you to give instructions to your bank, broker, or other nominee as to how you wish your shares to be voted so you may participate in these matters.**

- 2018 Proxy Statement 9

[Back to Contents](#)

What are abstentions and broker non-votes?

An abstention occurs when a shareholder of record (which may be a broker or other nominee of a street name holder) is present at a meeting (or deemed present) but fails to vote on a proposal or indicates that the shareholder abstains from voting on the election of directors or any other proposal. As discussed above, a broker non-vote occurs when a broker or other nominee who holds shares for another does not vote on a particular item because the nominee does not have discretionary voting authority for that item and has not received instructions from the street name owner of the shares.

What vote is required to approve each item?

*Election of Directors.* Our Board of Directors has instituted a majority vote standard in uncontested elections where a majority of the shares voted on the election of a director must be in favor of his or her election. This means that a director nominee will be elected if the number of votes cast **“FOR”** that nominee by holders entitled to vote exceeds the number of votes cast **“AGAINST”** that nominee.

If you return a signed proxy card or otherwise complete your voting by proxy via the Internet or by telephone but abstain from voting on any of the nominees, your shares will not be voted with respect to those nominees. Your shares will be counted for purposes of determining whether there is a quorum, but will have no effect on the election of those nominees. Broker non-votes will be counted as “shares present” for purposes of determining whether there is a quorum, but are not entitled to vote on the proposal.

*Ratification of Appointment of Accountants.* The appointment of Ernst & Young LLP as the Company’s independent certified public accountants for fiscal 2018 will be ratified if the number of votes cast **“FOR”** ratification of the appointment by holders entitled to vote exceeds the number of votes cast opposing the ratification of the appointment. This means that if you abstain from voting on this proposal, your vote will not count for or against this proposal.

*Advisory Resolution to Approve Executive Compensation.* The advisory resolution to approve executive compensation (the “say-on-pay” vote) will be approved if the number of votes cast **“FOR”** approval of such advisory resolution by holders entitled to vote exceeds the number of votes cast opposing the approval of the advisory resolution. This means that if you abstain from voting on this proposal, your vote will not count for or against this proposal. As discussed above, if your broker holds your shares, your broker is not entitled to vote your shares on this proposal without your instruction. While the Board of Directors and its Human Resources, Compensation and Benefits Committee (also referred to as the “Compensation Committee”) will consider the shareholder vote, the final vote is advisory in nature and will not be binding on the Board or the Company.

*Other Items.* If any other item requiring a shareholder vote should come before the meeting, the vote required will be determined in accordance with applicable law, the NYSE rules, and our Amended and Restated Articles of Incorporation and Amended and Restated Bylaws, as applicable.

How are abstentions and broker non-votes counted when tabulating the vote?

Abstentions, that is, a properly submitted proxy marked “**ABSTAIN**”, and broker non-votes with respect to a particular matter do not count in any vote totals for or against any matter presented for a shareholder vote at this Annual Meeting, even though the shares associated with such abstentions and broker non-votes are counted as “shares present” for purposes of determining whether there is a quorum present at the Annual Meeting. Accordingly, for purposes of such votes, abstentions and broker non-votes will have the same effect as a share that is not present or otherwise not voted, except as described below.

*Election of Directors.* Abstentions and broker non-votes will have no effect on the outcome of the election of candidates for director as they do not count as either “**FOR**” or “**AGAINST**” votes.

*Ratification of Appointment of Accountants.* Abstentions will have no effect on the outcome of the ratification of the appointment of the accountants as they do not count as either “**FOR**” or “**AGAINST**” votes.

*Advisory Resolution on Executive Compensation.* Abstentions and broker non-votes will have no effect on the outcome of the advisory resolution on executive compensation as they do not count as either “**FOR**” or “**AGAINST**” votes.

Where can I find the voting results of the Annual Meeting?

We will report the voting results on a Current Report on Form 8-K filed with the SEC within four business days of the Annual Meeting.

[Back to Contents](#)

Who is paying for the preparation and mailing of the proxy materials and how will solicitations be made?

We will pay the expenses of soliciting proxies. Proxies may be solicited on our behalf by directors, officers or employees in person or by telephone, mail, or electronic transmission. The Company will request brokerage houses and other custodians, nominees and fiduciaries to forward soliciting material on our behalf to shareholders and the Company will reimburse such institutions for their out-of-pocket expenses incurred. The Company has not engaged any outside service provider to assist in the solicitation of proxies.

What does it mean if I receive more than one package of proxy materials or Notice of Internet Availability?

This means that you have multiple accounts holding Chico's FAS, Inc. shares. These may include: accounts with our transfer agent, American Stock Transfer and Trust Company, shares held by the Administrators of our Plans, and accounts with a broker, bank or other holder or record. In order to vote all of the shares held by you in multiple accounts, you will need to vote the shares held in each account separately. Please follow the voting instructions provided on every proxy card, voting instruction form or Notice of Internet Availability that you receive to ensure that all of your shares are voted.

How do I contact the Board of Directors?

You can send written communications to one or more members of the Board, addressed to:

Chair, Board of Directors

Chico's FAS, Inc.

c/o Corporate Secretary

11215 Metro Parkway

Fort Myers, Florida 33966

All such communications will be forwarded to the relevant director(s), except for solicitations or other matters unrelated to the Company.

How do I obtain directions to the Annual Meeting?

Directions to attend the Annual Meeting, where you may vote in person, may be obtained by calling Investor Relations at (239) 277-6200.

How do I submit a shareholder proposal for the 2019 Annual Meeting, and what are the deadlines?

The Company's 2019 Annual Meeting is currently expected to be held on June 27, 2019. To be eligible under the SEC shareholder proposal rule (Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) for inclusion in next year's proxy statement, and form of proxy, a shareholder must submit the proposal in writing so that we receive it by January 4, 2019 and must comply with Rule 14a-8 under the Exchange Act.

Even if a shareholder proposal is not eligible for inclusion in our proxy statement pursuant to Rule 14a-8, the proposal may still be offered for consideration at an Annual Meeting according to the procedures set forth in the Company's Amended and Restated Articles of Incorporation. The Company's Amended and Restated Articles of Incorporation contain certain advance notice requirements with respect to shareholder proposals. That notice must be received no later than the close of business on April 28, 2019 and must provide certain other information as described in the Company's Amended and Restated Articles of Incorporation.

- 2018 Proxy Statement 11



[Back to Contents](#)

What is the deadline to nominate individuals for election as directors at the 2019 Annual Meeting of Shareholders using proxy access?