

CHICOS FAS INC  
Form SC 13D/A  
March 09, 2016

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Chico's FAS, Inc.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

168615102  
(CUSIP Number)

Lauren Taylor Wolfe  
  
Blue Harbour Group, LP  
  
646 Steamboat Road  
  
Greenwich, Connecticut 06830  
  
(203) 422-6540

with a copy to:

Marc Weingarten  
  
Schulte Roth & Zabel LLP  
  
919 Third Avenue  
  
New York, New York 10022  
  
(212) 756-2000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

March 7, 2016

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

(Page 1 of 7 Pages)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 168615102 SCHEDULE 13D/A Page 2 of 7 Pages

**1** NAME OF REPORTING PERSON

Blue Harbour Group, LP

**2** CHECK THE APPROPRIATE BOX IF A

MEMBER OF (b) x

**3** A GROUP

SEC USE ONLY

**4** SOURCE OF FUNDS

WC

CHECK BOX

IF

DISCLOSURE

OF LEGAL

**5** PROCEEDING IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

**6** ORGANIZATION

Delaware

NUMBER OF SHARES

BENEFICIALLY OWNED BY

EACH

REPORTING

PERSON WITH:

SOLE VOTING POWER

0

SHARED VOTING POWER

**8**

5,758,397 shares of Common Stock

SOLE DISPOSITIVE

**9**

POWER

0

**10**

SHARED DISPOSITIVE

POWER

5,758,397  
shares of  
Common Stock

11

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

5,758,397 shares of  
Common Stock

12

CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11)

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS

13

REPRESENTED BY  
AMOUNT IN ROW (11)

4.3%  
TYPE OF REPORTING  
PERSON

14

PN; IA

CUSIP No. 168615102 SCHEDULE 13D/A Page 3 of 7 Pages

**1** NAME OF REPORTING PERSON

Blue Harbour Holdings, LLC

**2** CHECK THE APPROPRIATE BOX IF A

MEMBER OF (b) x

**3** A GROUP SEC USE ONLY SOURCE OF FUNDS

**4** AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING

**5** IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**6** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: SOLE VOTING POWER

**8** 0 SHARED VOTING POWER

5,758,397 shares of Common Stock SOLE DISPOSITIVE POWER

**9** 0

**10**

SHARED  
DISPOSITIVE  
POWER

5,758,397  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

**12** 5,758,397 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11)

**13** EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

**14** 4.3%  
TYPE OF REPORTING  
PERSON

OO

CUSIP No. 168615102 SCHEDULE 13D/A Page 4 of 7 Pages

**1** NAME OF REPORTING PERSON

Clifton S. Robbins

**2** CHECK THE APPROPRIATE BOX IF A

MEMBER OF (b) x

**3** A GROUP

SEC USE ONLY SOURCE OF FUNDS

**4** AF CHECK BOX IF

DISCLOSURE OF LEGAL

**5** PROCEEDING IS

REQUIRED PURSUANT

TO ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF

**6** ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH REPORTING PERSON WITH:

SOLE VOTING POWER

0 SHARED VOTING POWER

**8** 5,758,397 shares of Common Stock

**9** SOLE DISPOSITIVE POWER

**10** 0 SHARED DISPOSITIVE

POWER

5,758,397  
shares of  
Common Stock

11

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

5,758,397 shares of  
Common Stock

12

CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

13

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14

4.3%  
TYPE OF REPORTING  
PERSON

IN



**CUSIP No. 168615102 SCHEDULE 13D/A Page 5 of 7 Pages**

This Amendment No. 1 (“Amendment No. 1”) amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on September 9, 2013 (the “Schedule 13D”) with respect to the common stock, par value \$0.01 per share (the “Common Stock”), of Chico's FAS, Inc., a Florida corporation (the “Company”). Capitalized terms used herein and not otherwise defined in this Amendment No. 1 have the meanings set forth in the Schedule 13D. This Amendment No. 1 amends Items 3 and 5 as set forth below. This Amendment No. 1 constitutes an “exit filing” with respect to the Reporting Persons.

**Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

The first sentence of Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The Reporting Persons used approximately \$83,382,000 (excluding brokerage commissions) in the aggregate to purchase the shares of Common Stock reported in this Schedule 13D.

**Item 5. INTEREST IN SECURITIES OF THE ISSUER**

Paragraphs (a) – (c) and (e) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) – (b)

The responses of the Reporting Persons to Rows (7) through (13) of the cover pages of this Schedule 13D are incorporated herein by reference. As of the date hereof, the Reporting Persons beneficially own an aggregate of 5,758,397 shares of Common Stock, which shares of Common Stock may be deemed to be beneficially owned by each of the Manager, Manager GP and Mr. Robbins, and which represent approximately 4.3% of the outstanding Common Stock. All percentages set forth herein are based upon a total of 133,693,448 shares of Common Stock outstanding as of February 29, 2016, as reported in the Company's Annual Report on Form 10-K for the year ended January 30, 2016, filed with the Securities Exchange Commission on March 8, 2016.

For purposes of disclosing the number of shares of Common Stock beneficially owned by each of the Reporting Persons, Manager, Manager GP and Mr. Robbins may be deemed to own beneficially (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) all shares of Common Stock that are owned beneficially and directly by the Reporting Persons. Each of Manager, Manager GP and Mr. Robbins disclaims beneficial ownership of such shares of Common Stock for all other purposes.

(c) Information concerning transactions in the Common Stock effected by the Reporting Persons during the past sixty days is set forth in Schedule I hereto and is incorporated herein by reference.

(e) March 7, 2016.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: March 9, 2016

**BLUE HARBOUR GROUP,  
LP**

By: Blue Harbour Holdings,  
LLC, its general partner

By: /s/ Clifton S. Robbins  
Name: Clifton S. Robbins  
Title: Managing Member

**blue harbour holdings, llc**

By: /s/ Clifton S. Robbins  
Name: Clifton S. Robbins  
Title: Managing Member

By: /s/ Clifton S. Robbins  
Clifton S. Robbins

**Schedule I**

## TRANSACTIONS IN COMMON STOCK BY THE REPORTING PERSONS

The following tables set forth all transactions in the Common Stock effected by each of the Reporting Persons in the past sixty days.

**Manager**

Trade Date	Shares Purchased (Sold)	Price Per Share (\$)
3/1/2016	(207,885)	12.77
3/2/2016	(87,115)	12.76
3/2/2016	(100,000)	12.79
3/2/2016	(60,000)	12.81
3/3/2016	(40,000)	12.76
3/3/2016	(80,000)	12.79
3/7/2016	(100,000)	12.96
3/7/2016	(150,000)	13.00
3/7/2016	(100,000)	13.01
3/7/2016	(100,000)	13.04
3/7/2016	(300,000)	13.09
3/8/2016	(120,100)	12.97
3/8/2016	(50,000)	12.99
3/8/2016	(125,000)	13.02
3/8/2016	(150,000)	13.07
3/9/2016	(200,000)	12.84
3/9/2016	(275,000)	12.75
3/9/2016	(146,300)	12.78
3/9/2016	(50,000)	12.81