



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 July 21, 2016 for the purpose of electing directors and voting on the proposals described below. Each Class I director and Class II director was elected and each proposal was approved.

Proposal 1 – Election of Directors:

	For	Withhold	Broker Non-Votes
Class I Director:			
William S. Simon	110,926,522	2,302,500	1,377,389

	For	Withhold	Broker Non-Votes
Class II Directors:			
Shelley G. Broader	111,176,066	2,052,957	1,377,389
Janice. L. Fields	110,050,399	3,178,624	1,377,389
Bonnie R. Brooks	105,327,020	7,902,003	1,377,389

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

For	Against	Abstain	Broker Non-Votes
112,651,095	1,862,431	92,885	0

Proposal 3 – Advisory Resolution on Executive Compensation:

For	Against	Abstain	Broker Non-Votes
88,748,052	24,023,463	457,505	1,377,391

Proposal 4 – Amend Company's Amended and Restated Articles of Incorporation to Declassify the Board of Directors:

For	Against	Abstain	Broker Non-Votes
112,652,518	371,433	205,076	1,377,384

**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: July 26, 2016    By: /s/ Todd E. Vogensen  
Todd E. Vogensen, Executive Vice President,  
Chief Financial Officer and Corporate Secretary