

CHARMING SHOPPES INC

Form S-8

June 22, 2009

As filed with the Securities and Exchange Commission on June 22, 2009

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

CHARMING SHOPPES, INC.
(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of
incorporation or organization)

23-1721355
(I.R.S. Employer Identification No.)

450 Winks Lane
Bensalem, Pennsylvania 19020
(Address of principal executive offices) (Zip Code)

CHARMING SHOPPES, INC.
2003 Non-Employee Directors Compensation Plan
Inducement Grant Program
(Full title of the plans)

COLIN D. STERN, ESQ.
Charming Shoppes, Inc.
450 Winks Lane
Bensalem, Pennsylvania 19020
(Name and address of agent for service)

(215) 245-9100
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act):

Large Accelerated Filer Accelerated Filer
Non-accelerated Filer Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered (1)	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (3)
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Common