CHICOS FAS INC
Form 10-Q
November 21, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF

THE SECURITIES EXCHANGE ACT OF 1934

For the Quarter Ended:	**Commission File Number:**
October 27, 2012	**001-16435**

Chico s FAS, Inc.

(Exact name of registrant as specified in charter)

Florida	**59-2389435**
(State of Incorporation)	**(I.R.S. Employer**

Identification No.)

11215 Metro Parkway, Fort Myers, Florida 33966

(Address of principal executive offices)

239-277-6200

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	x	Accelerated filer	¨
Non-accelerated filer	¨ (do not check if a smaller reporting company)	Smaller reporting company	¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

At November 13, 2012, the registrant had 166,424,987 shares of Common Stock, $0.01 par value per share, outstanding.

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PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Chico s FAS, Inc. and Subsidiaries

Consolidated Statements of Net Income and Comprehensive Income

(Unaudited)

(In thousands, except per share amounts)

	Thirty-Nine Weeks Ended October 27, 2012	Thirty-Nine Weeks Ended October 29, 2011	Thirteen Weeks Ended October 27, 2012	Thirteen Weeks Ended October 29, 2011
Net sales:				
Chico s/Soma Intimates	$ 1,251,632	$ 1,106,466	$ 411,671	$ 357,208
White House | Black Market	583,473	509,677	197,248	170,328
Boston Proper	94,099	11,010	27,746	11,010
Total net sales	1,929,204	1,627,153	636,665	538,546
Cost of goods sold	824,132	698,655	272,369	237,038
Gross margin	1,105,072	928,498	364,296	301,508
Selling, general and administrative expenses	864,987	739,723	297,190	254,522
Acquisition and integration costs	1,321	4,985	480	4,985
Income from operations	238,764	183,790	66,626	42,001
Interest income, net	633	1,386	231	566
Income before income taxes	239,397	185,176	66,857	42,567
Income tax provision	90,700	69,400	25,200	16,100
Net income	$ 148,697	$ 115,776	$ 41,657	$ 26,467
Per share data:				
Net income per common share-basic	$ 0.89	$ 0.67	$ 0.25	$ 0.16
Net income per common and common equivalent share diluted	$ 0.89	$ 0.66	$ 0.25	$ 0.16
Weighted average common shares outstanding basic	163,683	170,912	163,253	166,519
Weighted average common and common equivalent shares outstanding diluted	164,754	172,092	164,411	167,575
Comprehensive income	$ 148,575	$ 115,656	$ 41,556	$ 26,005
Dividends declared per share	$ 0.1575	$ 0.15	$	$

See Accompanying Notes to the Consolidated Financial Statements.

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Chico s FAS, Inc. and Subsidiaries

Consolidated Balance Sheets

(In thousands)

	October 27, 2012 (Unaudited)	January 28, 2012	October 29, 2011 (Unaudited)
ASSETS			
Current Assets:			
Cash and cash equivalents	$ 79,102	$ 58,919	$ 49,485
Marketable securities, at fair value	292,393	188,934	190,328
Inventories	234,199	194,469	247,530
Prepaid expenses and other current assets	57,436	55,104	56,224
Total Current Assets	663,130	497,426	543,567
Property and Equipment, net	591,346	550,230	542,362
Other Assets:			
Goodwill	238,693	238,693	238,952
Other intangible assets, net	128,844	132,112	133,201
Other assets, net	6,787	6,691	6,660
Total Other Assets	374,324	377,496	378,813
	$ 1,628,800	$ 1,425,152	$ 1,464,742
LIABILITIES AND STOCKHOLDERS EQUITY			
Current Liabilities:			
Accounts payable	$ 137,600	$ 100,395	$ 144,196
Other current liabilities	178,685	137,714	135,259
Total Current Liabilities	316,285	238,109	279,455
Noncurrent Liabilities:			
Deferred liabilities	132,574	125,690	126,486
Deferred taxes	49,626	52,125	46,611
Total Noncurrent Liabilities	182,200	177,815	173,097
Stockholders Equity:			
Preferred stock			
Common stock	1,663	1,657	1,676
Additional paid-in capital	338,703	302,612	297,480
Retained earnings	789,743	704,631	712,766
Accumulated other comprehensive income	206	328	268
Total Stockholders Equity	1,130,315	1,009,228	1,012,190
	$ 1,628,800	$ 1,425,152	$ 1,464,742

See Accompanying Notes to the Consolidated Financial Statements.

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Chico s FAS, Inc. and Subsidiaries

Consolidated Statements of Cash Flows

(Unaudited)

(In thousands)

	Thirty-Nine Weeks Ended October 27, 2012	Thirty-Nine Weeks Ended October 29, 2011
Cash Flows From Operating Activities:		
Net income	$ 148,697	$ 115,776
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	80,085	72,952
Deferred tax (benefit) expense	(7,809)	11,399
Stock-based compensation expense	18,931	11,051
Excess tax benefit from stock-based compensation	(6,757)	(1,758)
Deferred rent and lease credits	(12,130)	(14,106)
Loss on disposal and impairment of property and equipment	2,045	2,603
Changes in assets and liabilities, net of effects of acquisition		
Inventories	(39,730)	(73,485)
Prepaid expenses and other assets	2,419	(1,359)
Accounts payable	37,205	29,131
Accrued and other liabilities	66,993	28,805
Net cash provided by operating activities	289,949	181,009
Cash Flows From Investing Activities:		
(Increase) decrease in marketable securities	(103,582)	343,570
Acquisition of Boston Proper, Inc., net of cash acquired		(212,733)
Purchases of property and equipment, net	(119,922)	(98,174)
Net cash (used in) provided by investing activities	(223,504)	32,663
Cash Flows From Financing Activities:		
Proceeds from issuance of common stock	14,277	3,567
Excess tax benefit from stock-based compensation	6,757	1,758
Dividends paid	(26,266)	(25,888)
Repurchase of common stock	(41,030)	(157,905)
Cash paid for deferred financing costs		(414)
Net cash used in financing activities	(46,262)	(178,882)
Net increase in cash and cash equivalents	20,183	34,790
Cash and Cash Equivalents, Beginning of period	58,919	14,695
Cash and Cash Equivalents, End of period	$ 79,102	$ 49,485
Supplemental Disclosures of Cash Flow Information:		
Cash paid for interest	$ 267	$ 244
Cash paid for income taxes, net	$ 68,080	$ 51,234

See Accompanying Notes to the Consolidated Financial Statements.

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Chico s FAS, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

October 27, 2012

(Unaudited)

(in thousands, except share data)

Note 1. Basis of Presentation

The accompanying unaudited consolidated financial statements of Chico s FAS, Inc. and its wholly-owned subsidiaries (collectively, the Company) have been prepared in accordance with the instructions to Form 10-Q and do not include all of the information and notes required by accounting principles generally accepted in the U.S. (U.S. GAAP) for complete financial statements. In the opinion of management, such interim financial statements reflect all normal, recurring adjustments considered necessary to present fairly the financial position, the results of operations and cash flows for the interim periods presented. All significant intercompany balances and transactions have been eliminated in consolidation. For further information, refer to the consolidated financial statements and notes thereto for the fiscal year ended January 28, 2012, included in the Company s Annual Report on Form 10-K filed with the Securities and Exchange Commission (SEC) on March 21, 2012. The January 28, 2012 consolidated balance sheet amounts were derived from audited financial statements included in the Company s Annual Report.

As used in this report, all references to we, us, our, and the Company, refer to Chico s FAS, Inc. and all of its wholly-owned subsidiaries.

Our fiscal years end on the Saturday closest to January 31 and are designated by the calendar year in which the fiscal year commences. Operating results for the thirteen and thirty-nine weeks ended October 27, 2012 are not necessarily indicative of the results that may be expected for the entire year.

Certain prior year amounts have been reclassified in order to conform to the current year presentation.

Note 2. New Accounting Pronouncements

In July 2012, the Financial Accounting Standards Board (FASB) issued updated guidance on the periodic testing of indefinite-lived intangible assets for impairment. This guidance provides companies the option to first assess qualitative factors to determine if it is more likely than not that an indefinite-lived intangible asset is impaired and whether it is necessary to perform an annual quantitative impairment test. This guidance is effective for fiscal years beginning after September 15, 2012, with early adoption permitted. We plan to early adopt this guidance and do not expect its adoption to have an impact on our consolidated results of operations, financial position or cash flows.

In June 2011, the FASB issued new disclosure guidance related to the presentation of the statement of comprehensive income. This guidance provides an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The option to report other comprehensive income and its components in the statement of changes in stockholders equity was eliminated. This guidance is effective for periods beginning after December 15, 2011 and must be retroactively applied to all reporting periods presented. We adopted this guidance effective January 29, 2012 and the interim presentation has been adjusted to show total comprehensive income in one continuous statement with net income in accordance with the new guidance. Other than the change in presentation, this guidance did not have an impact on our consolidated results of operations, financial position or cash flows.

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(Unaudited)

(in thousands, except share data)

Note 3. Acquisition of Boston Proper

On September 19, 2011, we acquired all of the outstanding equity of Boston Proper, Inc. (Boston Proper), a privately held online and catalog retailer of distinctive women s apparel and accessories. Total cash consideration was approximately $214 million.

We allocated the purchase price to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values on the acquisition date, with the remaining unallocated purchase price recorded as goodwill.

Note 4. Stock-Based Compensation

For the thirty-nine weeks ended October 27, 2012 and October 29, 2011, stock-based compensation expense was $18.9 million and $11.1 million, respectively, and for the thirteen weeks ended October 27, 2012 and October 29, 2011, stock-based compensation expense was $7.8 million and $2.7 million, respectively. As of October 27, 2012, approximately 10.6 million shares remain available for future grants of equity awards under our 2012 Omnibus Stock and Incentive Plan.

For the thirty-nine weeks ended October 27, 2012, we did not grant any stock options. In the years that we granted options, we used the Black-Scholes option-pricing model to value our stock options. The weighted average assumptions relating to the valuation of our stock options for the thirty-nine and thirteen weeks ended October 29, 2011 were as follows:

	Thirty-Nine Weeks Ended October 29, 2011	Thirteen Weeks Ended October 29, 2011
Weighted average fair value of grants	$ 6.61	$ 5.68
Expected volatility	66%	65%
Expected term (years)	4.5	4.5
Risk-free interest rate	1.8%	0.8%
Expected dividend yield	1.5%	1.6%

Stock-Based Awards Activity

The following table presents a summary of our stock option activity for the thirty-nine weeks ended October 27, 2012:

	Number of Shares	Weighted Average Exercise Price
Outstanding, beginning of period	6,303,378	$ 13.09
Granted		
Exercised	(1,802,823)	6.87
Canceled or expired	(308,481)	18.27
Outstanding, end of period	4,192,074	15.38

Exercisable at October 27, 2012	2,910,392	16.34

Chico s FAS, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

October 27, 2012

(Unaudited)

(in thousands, except share data)

Note 4. Stock-Based Compensation (continued)

The following table presents a summary of our restricted stock activity for the thirty-nine weeks ended October 27, 2012:

	Number of Shares	Weighted Average Grant Date Fair Value
Unvested, beginning of period	2,107,951	$ 11.36
Granted	1,624,322	15.03
Vested	(410,863)	13.32
Canceled	(195,203)	13.66
Unvested, end of period	3,126,207	12.85

Performance-based Awards

For the thirty-nine weeks ended October 27, 2012, we granted performance-based restricted stock units (PSUs), contingent upon the achievement of a Company-specific performance goal during fiscal 2012. Any units earned as a result of the achievement of this goal will vest over 3 years from the date of grant and will be settled in shares of our common stock.

The following table presents a summary of our PSU activity for the thirty-nine weeks ended October 27, 2012:

	Number of Units	Weighted Average Grant Date Fair Value
Unvested, beginning of period		$
Granted	696,596	15.01
Vested		
Canceled	(26,600)	15.01
Unvested, end of period	669,996	15.01

Note 5. Earnings Per Share

In accordance with accounting guidance, unvested share-based payment awards that include non-forfeitable rights to dividends, whether paid or unpaid, are considered participating securities. As a result, such awards are required to be included in the calculation of basic earnings per common share pursuant to the two-class method. For us, participating securities are comprised of unvested restricted stock awards.

Earnings per share (EPS) is determined using the two-class method, as it is more dilutive than the treasury stock method. Basic EPS is computed by dividing net income available to common stockholders by the weighted-average number of common shares outstanding during the period. Diluted EPS reflects the dilutive effect of potential common shares from securities such as stock options and PSUs.

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(Unaudited)

(in thousands, except share data)

Note 5. Earnings Per Share (continued)

The following table sets forth the computation of basic and diluted EPS shown on the face of the accompanying consolidated statements of net income and comprehensive income:

	Thirty-Nine Weeks Ended		Thirteen Weeks Ended	
	October 27, 2012	October 29, 2011	October 27, 2012	October 29, 2011
Numerator				
Net income	$ 148,697	$ 115,776	$ 41,657	$ 26,467
Net income and dividends declared allocated to unvested restricted stock	(2,730)	(1,462)	(789)	(362)
Net income available to common stockholders	$ 145,967	$ 114,314	$ 40,868	$ 26,105
Denominator				
Weighted average common shares outstanding basic	163,682,768	170,912,046	163,253,220	166,518,711
Dilutive effect of outstanding awards	1,070,757	1,179,739	1,157,510	1,056,062
Weighted average common and common equivalent shares outstanding diluted	164,753,525	172,091,785	164,410,730	167,574,773
Net income per common share				
Basic	$ 0.89	$ 0.67	$ 0.25	$ 0.16
Diluted	$ 0.89	$ 0.66	$ 0.25	$ 0.16

For the thirty-nine weeks ended October 27, 2012 and October 29, 2011, stock options representing 1,558,539 and 3,751,480 shares of common stock, respectively, were excluded from the computation of diluted EPS because they were anti-dilutive.

For the thirteen weeks ended October 27, 2012 and October 29, 2011, stock options representing 1,228,052 and 3,830,402 shares of common stock, respectively, were excluded from the computation of diluted EPS because they were anti-dilutive.

Note 6. Fair Value Measurements

Our financial instruments consist of cash and cash equivalents, marketable securities, trade receivables and payables. The carrying values of these assets and liabilities approximate their fair value due to the short-term nature of the instruments.

Marketable securities are classified as available-for-sale and generally consist of corporate bonds, municipal securities, and U.S. government and agency securities. As of October 27, 2012, our holdings consisted of $149.9 million of securities with maturity dates within one year or less and $142.5 million with maturity dates over one year and less than or equal to two years.

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Chico s FAS, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

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(Unaudited)

(in thousands, except share data)

Note 6. Fair Value Measurements (continued)

We consider all securities available-for-sale, including those with maturity dates beyond 12 months, and therefore classify these securities within current assets on the consolidated balance sheets as they are available to support current operational liquidity needs. Marketable securities are carried at fair value, with the unrealized holding gains and losses, net of income taxes, reflected as a separate component of stockholders equity until realized. For the purposes of computing realized and unrealized gains and losses, cost is determined on a specific identification basis.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. Entities are required to use a three-level hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability on the measurement date. The three levels are defined as follows:

Level 1	Unadjusted quoted prices in active markets for identical assets or liabilities
Level 2	Unadjusted quoted prices in active markets for similar assets or liabilities, or;
	Unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or; Inputs other than quoted prices that are observable for the asset or liability
Level 3	Unobservable inputs for the asset or liability.

We measure certain financial assets at fair value on a recurring basis, including our marketable securities, which are classified as available-for-sale securities, certain cash equivalents, specifically our money market accounts, and assets held in our non-qualified deferred compensation plan. The money market accounts are valued based on quoted market prices in active markets. Our marketable securities are generally valued based on other observable inputs for those securities (including market-corroborated pricing or other models that utilize observable inputs such as interest rates and yield curves) based on information provided by independent third party entities, except for U.S. government securities which are valued based on quoted market prices in active markets. The investments in our non-qualified deferred compensation plan are valued using quoted market prices in active markets and are included in other assets on our consolidated balance sheets.

From time to time, we measure certain assets at fair value on a non-recurring basis, specifically long-lived assets evaluated for impairment. We estimate the fair value of our long-lived assets using company-specific assumptions which would fall within Level 3 of the fair value hierarchy.

During the quarter ended October 27, 2012, we did not make any transfers between Level 1 and Level 2 financial assets. Furthermore, as of October 27, 2012, January 28, 2012 and October 29, 2011, we did not have any Level 3 financial assets. We conduct reviews on a quarterly basis to verify pricing, assess liquidity, and determine if significant inputs have changed that would impact the fair value hierarchy disclosure.

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Note 6. Fair Value Measurements (continued)

In accordance with the provisions of the guidance, we categorized our financial assets based on the priority of the inputs to the valuation technique for the instruments, as follows:

	Balance as of October 27, 2012	Fair Value Measurements at Reporting Date Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Current Assets				
Cash equivalents:				
Money market accounts	$ 5,115	$ 5,115	$	$
Marketable securities:				
Municipal securities	97,391		97,391	
U.S. government securities	38,589	38,589		
U.S. government agencies	33,547		33,547	
Corporate bonds	113,854		113,854	
Commercial paper	6,991		6,991	
Certificates of deposit	2,021		2,021	
Non Current Assets				
Deferred compensation plan	4,370	4,370		
Total	$ 301,878	$ 48,074	$ 253,804	$

	Balance as of January 28, 2012			
Current Assets				
Cash equivalents:				
Money market accounts	$ 3,793	$ 3,793	$	$
Marketable securities:				
Municipal securities	61,260		61,260	
U.S. government securities	25,355	25,355		
U.S. government agencies	23,648		23,648	
Corporate bonds	73,107		73,107	
Commercial paper	1,988		1,988	
Certificates of deposit	3,576		3,576	

Non Current Assets				
Deferred compensation plan	4,146	4,146		
Total	$ 196,873	$ 33,294	$ 163,579	$

	Balance as of October 29, 2011			
Current Assets				
Cash equivalents:				
Money market accounts	$ 1,312	$ 1,312	$	$
Marketable securities:				
Municipal securities	68,405		68,405	
U.S. government securities	35,454	35,454		
U.S. government agencies	23,121		23,121	
Corporate bonds	61,296		61,296	
Certificates of deposit	2,052		2,052	
Non Current Assets				
Deferred compensation plan	4,042	4,042		
Total	$ 195,682	$ 40,808	$ 154,874	$

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Notes to Consolidated Financial Statements

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(Unaudited)

(in thousands, except share data)

Note 7. Subsequent Event

On November 14, 2012 our Board of Directors declared a quarterly cash dividend of $0.0525 per share on our common stock. The dividend will be payable on December 17, 2012 to shareholders of record at the close of business on December 3, 2012. While it is our intention to continue to pay a quarterly cash dividend in the future, any decision to pay future cash dividends will be made by the Board of Directors and will depend on future earnings, financial condition and other factors.

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ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A) should be read in conjunction with the accompanying unaudited consolidated financial statements and notes thereto and our 2011 Annual Report to Stockholders.

Executive Overview

We are a national specialty retailer of private branded, sophisticated, casual-to-dressy clothing, intimates, complementary accessories, and other non-clothing items operating under the Chico s, White House | Black Market (WH|BM), Soma Intimates (Soma) and Boston Proper brand names. We earn revenues and generate cash through the sale of merchandise in our retail stores, on our various websites and through our call centers, which take orders for all of our brands.

Net sales for the third quarter of fiscal 2012 were $636.7 million, an increase of 18.2% compared to $538.5 million last year. The increase reflects comparable sales growth of 9.9%, square footage increase of 8.2%, and Boston Proper sales for seven incremental weeks of $16.7 million. The 9.9% increase in comparable sales for the third quarter followed a 3.7% increase in last year s third quarter and reflected increases in both average dollar sale and transaction count. The Chico s/Soma Intimates brands comparable sales increased 11.6% following a 0.6% increase in last year s third quarter and the WH|BM brand s comparable sales increased 6.4% following an 11.0% increase in last year s third quarter.

Net income for the third quarter of fiscal 2012 was $41.7 million, an increase of 57.4% compared to net income of $26.5 million in last year s third quarter, and earnings per diluted share for the third quarter of fiscal 2012 were $0.25, an increase of 56.3% compared to $0.16 per diluted share in last year s third quarter. These results include acquisition and integration costs related to the Boston Proper acquisition of approximately $0.3 million and $3.5 million, net of tax, for the thirteen weeks ended October 27, 2012 and October 29, 2011, respectively.

We believe these results reflected a positive customer response to our fall fashion assortments and the effectiveness of our innovative marketing plans.

Future Outlook

Our planning assumptions for fiscal 2012 are:

- Net sales of approximately $2.55 to $2.6 billion, which includes comparable sales growth at a mid-single digit percent;
- Gross margin rate up approximately 25 to 50 basis points to 2011;
- Selling, general and administrative expenses (SG&A), as a percentage of net sales, down approximately 50 basis points to 2011;
- One-time acquisition and integration costs for Boston Proper of approximately $4 million pre-tax;
- Effective tax rate of approximately 38%;
- Weighted average diluted shares of approximately 165 million, excluding the impact of any future share repurchases;
- Inventories increasing in-line with sales growth; and,

Capital expenditures of approximately $155 million.

These are our internal planning assumptions and are not intended to be guidance.

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Results of Operations

The following table sets forth the percentage relationship of certain items in our consolidated statements of net income and comprehensive income to net sales for the periods shown below:

	Thirty-Nine Weeks Ended		Thirteen Weeks Ended	
	October 27, 2012	October 29, 2011	October 27, 2012	October 29, 2011
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of goods sold	42.7	42.9	42.8	44.0
Gross margin	57.3	57.1	57.2	56.0
Selling, general and administrative expenses	44.8	45.5	46.7	47.3
Acquisition and integration costs	0.1	0.3	0.0	0.9
Income from operations	12.4	11.3	10.5	7.8
Interest income, net	0.0	0.1	0.0	0.1
Income before income taxes	12.4	11.4	10.5	7.9
Income tax provision	4.7	4.3	4.0	3.0
Net income	7.7%	7.1%	6.5%	4.9%

Thirteen Weeks Ended October 27, 2012 Compared to the Thirteen Weeks Ended October 29, 2011

Net Sales

The following table depicts net sales by Chico s/Soma Intimates, WH|BM and Boston Proper in dollars and as a percentage of total net sales for the thirteen weeks ended October 27, 2012 and October 29, 2011 (dollar amounts in thousands):

	Thirteen Weeks Ended			
Net sales:	October 27, 2012		October 29, 2011	
Chico s/Soma Intimates	$ 411,671	64.6%	$ 357,208	66.3%
WH|BM	197,248	31.0	170,328	31.6
Boston Proper	27,746	4.4	11,010	2.1
Total net sales	$ 636,665	100.0%	$ 538,546	100.0%

Net sales for the quarter increased 18.2% to $636.7 million from $538.5 million in last year s third quarter, primarily reflecting comparable sales growth of 9.9%, square footage increase of 8.2%, and Boston Proper sales for seven incremental weeks of $16.7 million. Comparable sales increased 9.9% for the third quarter, following a 3.7% increase in last year s third quarter and reflected increases in both average dollar sale and transaction count. The Chico s/Soma Intimates brands comparable sales increased by 11.6% following a 0.6% increase in last year s third quarter and the WH|BM brand s comparable sales increased by 6.4% following an 11.0% increase in last year s third quarter. Boston Proper s sales are excluded from the comparable sales calculation.

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Cost of Goods Sold/Gross Margin

The following table depicts cost of goods sold and gross margin in dollars and gross margin as a percentage of total net sales for the thirteen weeks ended October 27, 2012 and October 29, 2011 (dollar amounts in thousands):

	Thirteen Weeks Ended	
	October 27, 2012	October 29, 2011
Cost of goods sold	$ 272,369	$ 237,038
Gross margin	$ 364,296	$ 301,508
Gross margin percentage	57.2%	56.0%

Gross margin for the quarter was $364.3 million, an increase of 20.8% compared to $301.5 million in last year s third quarter. As a percentage of net sales, gross margin was 57.2%, a 120 basis point improvement from last year s third quarter, primarily reflecting a higher level of full-price selling and effective promotional activities, partially offset by incentive compensation.

Selling, General, and Administrative Expenses

The following table depicts SG&A in dollars and as a percentage of total net sales for the thirteen weeks ended October 27, 2012 and October 29, 2011 (dollar amounts in thousands):

	Thirteen Weeks Ended	
	October 27, 2012	October 29, 2011
Selling, general and administrative expenses	$ 297,190	$ 254,522
Percentage of total net sales	46.7%	47.3%

SG&A consists of store and direct operating expenses, marketing expenses and National Store Support Center expenses.

SG&A for the quarter was $297.2 million, an increase of 16.8% compared to $254.5 million in last year s third quarter. As a percentage of net sales, SG&A was 46.7%, a 60 basis point improvement from last year s third quarter, primarily reflecting the sales leverage impact on store expenses, partially offset by higher marketing expenses and incentive compensation.

Acquisition and Integration Costs

The following table depicts acquisition and integration costs in dollars and as a percentage of total net sales for the thirteen weeks ended October 27, 2012 and October 29, 2011 (dollar amounts in thousands):

	Thirteen Weeks Ended	
	October 27, 2012	October 29, 2011
Acquisition and integration costs	$ 480	$ 4,985
Percentage of total net sales	0.0%	0.9%

Acquisition and integration costs for the quarter were $0.5 million compared to $5.0 million in last year s third quarter. Last year, acquisition and integration costs primarily consisted of professional service fees and employee-related benefit costs.

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Net Income and Earnings Per Diluted Share

Net income for the third quarter was $41.7 million, an increase of 57.4%, compared to $26.5 million in last year s third quarter. Earnings per diluted share for the third quarter were $0.25, an increase of 56.3%, compared to $0.16 per diluted share in last year s third quarter. These results included acquisition and integration costs of approximately $0.3 million and $3.5 million, net of tax, for the thirteen weeks ended October 27, 2012 and October 29, 2011, respectively.

Thirty-Nine Weeks Ended October 27, 2012 Compared to the Thirty-Nine Weeks Ended October 29, 2011

Net Sales

The following table depicts net sales by Chico s/Soma Intimates, WH|BM and Boston Proper in dollars and as a percentage of total net sales for the year-to-date period ended October 27, 2012 and October 29, 2011 (dollar amounts in thousands):

	Thirty-Nine Weeks Ended			
Net sales:	October 27, 2012		October 29, 2011	
Chico s/Soma Intimates	$ 1,251,632	64.9%	$ 1,106,466	68.0%
WH|BM	583,473	30.2	509,677	31.3
Boston Proper	94,099	4.9	11,010	0.7
Total net sales	$ 1,929,204	100.0%	$ 1,627,153	100.0%

Net sales for the year-to-date period increased 18.6% to $1.929 billion from $1.627 billion in last year s year-to-date period, primarily reflecting comparable sales growth of 8.4%, square footage increase of 8.2%, and incremental Boston Proper sales of $83.1 million. Comparable sales increased 8.4% for the year-to-date period, following an 8.0% increase for the same period last year, and reflected increases in both average dollar sale and transaction count. The Chico s/Soma Intimates brands comparable sales increased by 9.2% following a 6.6% increase for the same period last year and the WH|BM brand s comparable sales increased by 6.6% following an 11.1% increase for the same period last year.

Cost of Goods Sold/Gross Margin

The following table depicts cost of goods sold and gross margin in dollars and gross margin as a percentage of total net sales for the year-to-date period ended October 27, 2012 and October 29, 2011 (dollar amounts in thousands):

	Thirty-Nine Weeks Ended	
	October 27, 2012	October 29, 2011
Cost of goods sold	$ 824,132	$ 698,655
Gross margin	$ 1,105,072	$ 928,498
Gross margin percentage	57.3%	57.1%

Gross margin for the year-to-date period was $1.105 billion, an increase of 19.0%, compared to $928.5 million for the same period last year. As a percentage of net sales, gross margin was 57.3%, a 20 basis point improvement from the same period last year, primarily reflecting a higher level of full-price selling and effective promotional activities, partially offset by incentive compensation and the inclusion of Boston Proper.

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Selling, General, and Administrative Expenses

The following table depicts SG&A in dollars and as a percentage of total net sales for the year-to-date period ended October 27, 2012 and October 29, 2011 (dollar amounts in thousands):

	Thirty-Nine Weeks Ended	
	October 27, 2012	October 29, 2011
Selling, general and administrative expenses	$ 864,987	$ 739,723
Percentage of total net sales	44.8%	45.5%

SG&A for the year-to-date period was $865.0 million, an increase of 16.9% compared to $739.7 million for the same period last year. As a percentage of net sales, SG&A was 44.8%, a 70 basis point improvement from the same period last year, primarily reflecting the sales leverage impact on store expenses and the inclusion of Boston Proper, partially offset by incentive compensation.

Acquisition and Integration Costs

The following table depicts acquisition and integration costs in dollars and as a percentage of total net sales for the year-to-date period ended October 27, 2012 and October 29, 2011 (dollar amounts in thousands):

	Thirty-Nine Weeks Ended	
	October 27, 2012	October 29, 2011
Acquisition and integration costs	$ 1,321	$ 4,985
Percentage of total net sales	0.1%	0.3%

Acquisition and integration costs for the year-to-date period were $1.3 million compared to $5.0 million for the same period last year. Last year, acquisition and integration costs primarily consisted of professional service fees and employee-related benefit costs.

Provision for Income Taxes

Our effective tax rate for the year-to-date period was 37.9% compared to an effective tax rate of 37.5% for the same period last year. This increase primarily resulted from the expiration of certain tax credits.

Net Income and Earnings Per Diluted Share

Net income for the year-to-date period was $148.7 million, an increase of 28.4%, compared to $115.8 million for the same period last year. Earnings per diluted share for the year-to-date period were $0.89, an increase of 34.8%, compared to $0.66 for the same period last year. These results included acquisition and integration costs of approximately $0.8 million and $3.5 million, net of tax, for the year-to-date periods ended October 27, 2012 and October 29, 2011, respectively. The percentage increase in earnings per diluted share was higher than the percentage increase in net income, primarily reflecting the repurchase of 4.9 million shares since the end of the third quarter last year.

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Liquidity and Capital Resources

We believe that our existing cash and marketable securities balances and cash to be generated from operations will be sufficient to fund capital expenditures, working capital needs, dividend payments, potential share repurchases, commitments and other liquidity requirements associated with our operations through at least the next 12 months. Furthermore, while it is our intention to repurchase our stock and pay a quarterly cash dividend in the future, any determination to repurchase our stock or pay future dividends will be made by the Board of Directors and will depend on our stock price, future earnings, financial condition and other factors established by the Board.

Our ongoing capital requirements will continue to be primarily for: new, expanded, relocated and remodeled stores; information technology; and other central support facilities.

Operating Activities

Net cash provided by operating activities for the year-to-date period was $289.9 million, an increase of approximately $108.9 million from the same period last year. This increase reflects improvements in working capital, primarily related to planned inventory reductions, as well as higher net income compared to the same period last year.

Investing Activities

Net cash used in investing activities for the year-to-date period was $223.5 million compared to $32.7 million provided by investing activities for the same period last year. The net change of $256.2 million primarily reflects the use of marketable securities during the year-to-date period ended October 29, 2011 to consummate the Boston Proper acquisition.

Financing Activities

Net cash used in financing activities for the year-to-date period was $46.3 million compared to $178.9 million used in financing activities for the same period last year. The decrease is primarily attributable to a reduction in share repurchase activity compared to the same period last year.

During the third quarter of fiscal 2012, we repurchased 0.6 million shares for $11.7 million under our $200 million share repurchase program announced in November 2011. During the thirty-nine weeks ended October 27, 2012, the Company repurchased a total of 2.5 million shares for $37.4 million, with $137.7 million remaining under the program at the end of the third quarter.

Credit Facility

In fiscal 2011, we entered into a $70 million senior five-year unsecured revolving credit facility (the Credit Facility) with a syndicate led by JPMorgan Chase Bank, N.A., as administrative agent and HSBC Bank USA, National Association, as syndication agent.

The Credit Facility provides a $70 million revolving credit facility that matures on July 27, 2016. The Credit Facility provides for swing advances of up to $5 million and issuance of letters of credit up to $40 million. The Credit Facility also contains a feature that provides us the ability, subject to satisfaction of certain conditions, to expand the commitments available under the Credit Facility from $70 million up to $125 million. As of October 27, 2012, no borrowings are outstanding under the Credit Facility.

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New Store Openings

In the year-to-date period ended October 27, 2012, we had 99 net openings, consisting of 22 Chico s, 51 WH|BM and 26 Soma stores. Currently, we expect our new stores in fiscal 2012 to increase approximately 8%, reflecting net openings of approximately 23 Chico s, 53 WH|BM, and 28 Soma stores. We continuously evaluate the appropriate new store growth rate in light of economic conditions and may adjust the growth rate as conditions require or as opportunities arise.

Critical Accounting Policies and Estimates

The discussion and analysis of our financial condition and results of operations are based upon the consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue, expenses, and related disclosure of contingent assets and liabilities. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Management has discussed the development and selection of these critical accounting policies and estimates with the Audit Committee of our Board of Directors and believes the assumptions and estimates, as set forth in our Annual Report on Form 10-K for the fiscal year ended January 28, 2012, are significant to reporting our results of operations and financial position. There have been no material changes to our critical accounting policies as disclosed in our Annual Report on Form 10-K for the fiscal year ended January 28, 2012.

Forward-Looking Statements

This Form 10-Q may contain certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which reflect our current views with respect to certain events that could have an effect on our future financial performance, including but without limitation, statements regarding our plans, objectives, and future growth rates of our store concepts. These statements may address items such as future sales, gross margin expectations, SG&A expectations, operating margin expectations, earnings per share expectations, planned store openings, closings and expansions, future comparable sales, future product sourcing plans, inventory levels, planned marketing expenditures, planned capital expenditures and future cash needs. In addition, from time to time, we may issue press releases and other written communications, and our representatives may make oral statements, which contain forward-looking information.

These statements, including those in this Form 10-Q and those in press releases or made orally, relate to expectations concerning matters that are not historical fact and may include the words or phrases such as expects, believes, anticipates, plans, estimates, approximately, our plan assumptions, future outlook, and similar expressions. Except for historical information, matters discussed in such oral and written statements, including this Form 10-Q, are forward-looking statements. These forward-looking statements are based largely on information currently available to our management and on our current expectations, assumptions, plans, estimates, judgments and projections about our business and our industry, and are subject to various risks and uncertainties that could cause actual results to differ materially from historical results or those currently anticipated. Although we believe our expectations are based on reasonable estimates and assumptions, they are not guarantees of performance and there are a number of known and unknown risks, uncertainties, contingencies, and other factors (many of which are outside our control) that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Accordingly, there is no assurance that our expectations will, in fact, occur or that our estimates or assumptions will be correct, and we caution investors and all others not to place undue reliance on such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those described in Item 1A, Risk Factors in our Annual Report on Form 10-K filed with the SEC on March 21, 2012 and the following:

These potential risks and uncertainties include the financial strength of retailing in particular and the economy in general, the extent of financial difficulties that may be experienced by customers, our ability to secure and maintain customer acceptance of styles and store concepts, the ability to maintain an appropriate level of inventory, the quality of merchandise received from suppliers, the extent and nature of competition in the markets in which we operate, the extent of the market demand and overall level of spending for women s private branded clothing and related accessories, the effectiveness of our brand awareness and marketing programs, the adequacy and perception of customer service, the ability to coordinate product development with buying and planning, the ability to efficiently, timely and successfully execute significant shifts in the countries from which merchandise is supplied, the ability of our suppliers to timely produce and deliver clothing and accessories, the changes in the costs of manufacturing, labor and advertising, the rate of new store openings, our ability to grow through new store openings and the buying public s acceptance of any of our new store concepts, the continuing performance, implementation and integration of management information systems, the impact of any systems failures, cyber security or security breaches, including any security breaches that result in theft, transfer, or unauthorized disclosure of customer, employee, or company information or our compliance with information security and privacy laws and regulations in the event of such an incident, the ability to hire, train, energize and retain qualified sales associates and other employees, the availability of quality store sites, the ability to expand our distribution center and other support facilities in an efficient and effective manner, the ability to hire and train qualified managerial employees, the ability to effectively and efficiently establish our websites, the ability to secure and protect trademarks and other intellectual property rights and to protect our reputation and brand images, the ability to effectively and efficiently operate our brands, risks associated with terrorist activities, risks associated with natural disasters such as hurricanes and other risks. In addition, there are potential risks and uncertainties that are related to our reliance on sourcing from foreign suppliers, including the impact of work stoppages, transportation delays and other interruptions, political or civil instability, imposition of and changes in tariffs and import and export controls such as import quotas, changes in governmental policies in or towards foreign countries, currency exchange rates and other similar factors.

All written or oral forward-looking statements that are made or attributable to us are expressly qualified in their entirety by this cautionary notice. The forward-looking statements included herein are only made as of the date of this Quarterly Report on Form 10-Q. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Litigation

In the normal course of business, we are subject to proceedings, lawsuits and other claims including proceedings under laws and government regulations relating to labor, product, intellectual property and other matters including the matters described in Item 1 of Part II of this quarterly report on Form 10-Q. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. Consequently, the ultimate aggregate amount of monetary liability or financial impact with respect to these matters at October 27, 2012, cannot be ascertained. Although these matters could affect the consolidated operating results of any one quarter when resolved in future periods, and although there can be no assurance with respect thereto, management believes that, after final disposition, any monetary liability or financial impact to us would not be material to the annual consolidated financial statements.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The market risk of our financial instruments as of October 27, 2012 has not significantly changed since January 28, 2012. We are exposed to market risk from changes in interest rates on any future indebtedness and our marketable securities.

Our exposure to interest rate risk relates in part to our revolving line of credit with our bank. However, as of October 27, 2012, we did not have any outstanding borrowings on our line of credit and, given our current liquidity position, do not expect to utilize our line of credit in the foreseeable future.

Our investment portfolio is maintained in accordance with our investment policy which identifies allowable investments, specifies credit quality standards and limits the credit exposure of any single issuer. Our investment portfolio consists of cash equivalents and marketable securities, including corporate bonds, municipal securities, and U.S. government and agency securities. The portfolio as of October 27, 2012, consisted of $149.9 million of securities with maturity dates within one year or less and $142.5 million with maturity dates over one year and less than or equal to two years. We consider all securities available-for-sale, including those with maturity dates beyond 12 months, and therefore classify these securities within current assets on the consolidated balance sheets as they are available to support current operational liquidity needs. As of October 27, 2012, an increase of 100 basis points in interest rates would reduce the fair value of our marketable securities portfolio by approximately $2.7 million. Conversely, a reduction of 100 basis points in interest rates (subject to a floor of zero percent) would increase the fair value of our marketable securities portfolio by approximately $1.5 million.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in our reports under the Securities and Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms.

As of the end of the period covered by this report, an evaluation was carried out under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934, as amended). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the end of such period, our disclosure controls and procedures were effective in providing reasonable assurance in timely alerting them to material information relating to us (including our consolidated subsidiaries) and that information required to be disclosed in our reports is recorded, processed, summarized, and reported as required to be included in our periodic SEC filings.

Changes in Internal Controls

There were no significant changes in our internal controls or in other factors that could significantly affect our disclosure controls and procedures subsequent to the date of the above referenced evaluation. Furthermore, there was no change in our internal control over financial reporting or in other factors during the quarterly period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company was named as a defendant in a putative class action filed in March 2011 in the Superior Court of the State of California for the County of Los Angeles, Eileen Schlim v. Chico s FAS, Inc. The Complaint attempts to allege numerous violations of California law related to wages, meal periods, rest periods, and failure to issue timely final pay, among other things. The Company denies the material allegations of the Complaint. The Company believes that its policies and procedures for paying its associates comply with all applicable California laws. As a result, the Company does not believe that the case should have a material adverse effect on the Company s consolidated financial condition or results of operations.

Other than as noted above, we are not currently a party to any legal proceedings, other than various claims and lawsuits arising in the normal course of business, none of which we believe should have a material adverse effect on our consolidated financial condition or results of operations.

ITEM 1A. RISK FACTORS

In addition to the other information discussed in this report, the factors described in Part I, Item 1A. Risk Factors in our 2011 Annual Report on Form 10-K filed with the SEC on March 21, 2012 should be considered as they could materially affect our business, financial condition or future results. There have not been any significant changes with respect to the risks described in our 2011 Form 10-K, but these are not the only risks facing our company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may adversely affect our business, financial condition or operating results.

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ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table sets forth information concerning our purchases of common stock for the periods indicated (dollar amounts in thousands, except per share amounts):

Period	Total Number of Shares Purchased(a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans (b)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Publicly Announced Plans
July 29, 2012 to August 25, 2012	14,198	$ 16.76		$ 149,402
August 26, 2012 to September 29, 2012	644,042	$ 18.25	643,320	$ 137,663
September 30, 2012 to October 27, 2012		$		$ 137,663
Total	658,240	$ 18.22	643,320	$ 137,663

(a) Includes 14,920 shares of restricted stock repurchased in connection with employee tax withholding obligations under employee compensation plans, which are not purchases under any publicly announced plan.

(b) In November 2011, we announced a $200 million share repurchase program. There was $137.7 million remaining under the program as of the end of the third quarter. The repurchase program has no specific termination date and will expire when we have repurchased all securities authorized for repurchase thereunder, unless terminated earlier by our Board of Directors.

ITEM 6. EXHIBITS

(a) The following documents are filed as exhibits to this Quarterly Report on Form 10-Q:

Exhibit 31.1	Chico s FAS, Inc. and Subsidiaries Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 - Chief Executive Officer
Exhibit 31.2	Chico s FAS, Inc. and Subsidiaries Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 - Chief Financial Officer
Exhibit 32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
Exhibit 32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
Exhibit 101.INS	XBRL Instance Document
Exhibit 101.SCH	XBRL Taxonomy Extension Schema Document
Exhibit 101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
Exhibit 101.DEF	XBRL Taxonomy Definition Linkbase Document
Exhibit 101.LAB	XBRL Taxonomy Extension Label Linkbase Document
Exhibit 101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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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 thereunto duly authorized.

	CHICO S FAS, INC.
Date: November 21, 2012	By: /s/ David F. Dyer David F. Dyer President and Chief Executive Officer (Principal Executive Officer)
Date: November 21, 2012	By: /s/ Pamela K Knous Pamela K Knous Executive Vice President- Chief Financial Officer (Principal Financial and Accounting Officer)