

Item 5.07 Submission of Matters to a Vote of Security Holders.

Chico's FAS, Inc. (the "Company") held its annual meeting of shareholders (the "2018 Annual Meeting") on June 21, 2018. Three proposals were submitted to the Company's shareholders. The proposals are described in detail in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on May 4, 2018. At the 2018 Annual Meeting, the Company's shareholders (i) elected six unclassified Directors to serve until the Company's 2019 Annual Meeting of Shareholders, (ii) ratified the appointment of Ernst & Young LLP as the Company's independent certified public accountants for the fiscal year ending February 2, 2019, and (iii) approved an advisory resolution approving executive compensation. A quorum of the Company's common shares was present for the 2018 Annual Meeting, and the final results for the votes regarding the proposals are set forth below.

Proposal 1 – Election of Directors:

| | For | Against | Abstain | Broker Non-Votes |
|-------------------|-------------|------------|---------|---------------------|
| Directors: | | | | |
| David F. Walker | 95,412,697 | 11,070,802 | 188,334 | 10,751,992 |
| Deborah L. Kerr | 105,395,243 | 1,152,543 | 124,047 | 10,751,992 |
| John J. Mahoney | 104,172,319 | 2,313,403 | 186,111 | 10,751,992 |
| William S. Simon | 105,516,607 | 1,029,057 | 126,169 | 10,751,992 |
| Stephen E. Watson | 105,437,599 | 1,048,046 | 186,188 | 10,751,992 |
| Andrea M. Weiss | 104,385,365 | 2,248,815 | 37,653 | 10,751,992 |

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

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|---------------------|
| 115,493,698 | 1,749,939 | 180,188 | 0 |

Proposal 3 – Advisory Resolution to Approve Executive Compensation:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|---------------------|
| 101,728,279 | 4,767,862 | 175,692 | 10,751,992 |

Item 8.01 Other Events.

On June 22, 2018, the Company issued a press release announcing the Company's Board of Directors declared a quarterly cash dividend of \$0.085 per share.

A copy of the release issued on June 22, 2018 is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d)Exhibits:

Exhibit 99.1 Press Release of Chico's FAS, Inc. dated June 22, 2018

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: June 26, 2018 By: /s/ Todd E. Vogensen
Todd E. Vogensen, Executive Vice President,
Chief Financial Officer and Corporate Secretary

INDEX TO EXHIBITS

Exhibit Number Description

Exhibit 99.1 Press Release of Chico's FAS, Inc. dated June 22, 2018