

Mail Stop 3561

October 13, 2009

David F. Dyer
President and Chief Executive Officer
Chico's FAS, Inc.
11215 Metro Parkway
Fort Myers, FL 33966

**Re: Chico's FAS, Inc.
Form 10-K for Fiscal Year Ended January 31, 2009
Filed March 27, 2009
Preliminary Proxy Statement on Schedule 14A
Filed April 24, 2009
File No. 001-16435**

Dear Mr. Dyer:

We have completed our review of your filings and have no further comments at this time.

Sincerely,

John Reynolds
Assistant Director