

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

June 9, 2016

By E-Mail

Aneliya S. Crawford, Esq. Olshan Frome Wolosky LLP Park Avenue Tower 65 East 55th Street New York, New York 10022

Re: Chico's FAS, Inc.

Soliciting Materials filed pursuant to Rule 14a-12 on June $2,\,2016$

Filed by Barington Companies Equity Partners, L.P. et. al.

File No. 001-16435

Dear Ms. Crawford:

We have reviewed your response and have the following comment.

Soliciting Materials filed pursuant to Rule 14a-12 on June 2, 2016

1. We reissue prior comment 3. Please provide us supplementally your calculations using the information previously included in the footnote to your disclosure.

Please direct any questions to me at (202) 551-3619.

Sincerely,

/s/ Daniel F. Duchovny
Daniel F. Duchovny
Special Counsel
Office of Mergers and Acquisitions