



DIVISION OF
CORPORATION FINANCE

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

February 15, 2012

Via E-mail

Ms. Pamela K. Knous
Chief Financial Officer
Chicos FAS, Inc.
11215 Metro Parkway
Fort Myers, FL 33966

**Re: Chicos FAS, Inc.
Form 10-K for the Fiscal Year Ended January 29, 2011
Filed March 22, 2011
Proxy Statement on Schedule 14A
Filed May 5, 2011
File No. 001-16435**

Dear Ms. Knous:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/Tia L. Jenkins

Tia L. Jenkins
Senior Assistant Chief Accountant
Office of Beverages, Apparel, and
Mining