



DIVISION OF  
CORPORATION FINANCE

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

June 8, 2016

**Via E-mail**

Steven J. Williams, Esq.  
Paul, Weiss, Rifkind, Wharton & Garrison LLP  
1285 Avenue of the Americas  
New York, NY 10019

**Re: Chico's FAS, Inc.  
Additional Definitive Soliciting Materials  
Filed June 6, 2016  
File No. 001-16435**

Dear Mr. Williams:

We have reviewed your filing and have the following comment.

1. Please provide us supplemental support for each of your assertions relating to savings to be obtained from realignment of corporate functions, changes to your supply chain, non-merchandise procurement, and a new marketing initiative.

You may contact me at (202) 551-3619 with any questions.

Sincerely,

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